

SECOND AMENDMENT TO FREQUENCY RECONFIGURATION AGREEMENT

This second amendment to the frequency reconfiguration agreement (the "Amendment") dated this ____ day of _____, 2010, (the "Effective Date") amends and revises the Frequency Reconfiguration Agreement (the "FRA"), dated August 25, 2008, as amended, between the **City and County of Denver**, a Colorado governmental corporate entity, (collectively the "Incumbent"), and **Nexel West Corp.** ("Nexel"), a wholly owned indirect subsidiary of Sprint Nextel Corporation, a Kansas corporation (each referred to in this Amendment as a "Party" and collectively as the Parties: ")

- A. Section 24 of the FRA, (Amendments), requires that any amendment to an executed FRA be by a written agreement authorized by the Parties.
- B. The Parties first amended the FRA on September 30, 2009.
- C. The Incumbent requested to receive a cash payment for certain spare parts rather than replacement of those parts. Incumbent states that the spare parts (listed on Schedule D) will be returned to Nextel in working order. Subsequent to the First Amendment, Incumbent discovered additional radios and equipment that are subject to rebanding. Incumbent requested fifteen radios and support equipment for Denver International Airport and various radios for itself including; fourteen Ranger S-550, one Ranger S-700, and seven Ranger desk top radios. Incumbent also requested supporting equipment and software for the radios.
- D. Incumbent requested a prepayment of One Hundred Ninety-One Thousand, Five Hundred Ninety-Eight Dollars and 26/Cents (\$191,598.26) for its internal costs. All costs are subject to Reconciliation in accordance with the FRA. Incumbent had previously received a payment of Four Hundred Fifty-Three Thousand, Four Hundred Eighteen Dollars and no/Cents (\$453,418.00) from Nextel on September 10,2008.

For good and valuable consideration, the receipt of which the Parties hereby acknowledge, Incumbent and Nextel hereby agree to amend the FRA as follows:

1. Schedule C: Schedule C, *Cost Estimate*, to the FRA is deleted and replaced in its entirety with the new Schedule C attached as Exhibit 1. The amended Schedule C reflects the exchange of the spare parts for a cash payment to the Incumbent in the amount of Sixty-Six Thousand, Nine Hundred Sixty-Seven Dollars and 72/cents (\$66,967.72). Additionally the Incumbent requested a One Hundred Ninety-One Thousand, Five Hundred Ninety-Eight Dollars and 26/Cents (\$191,598.26) prepayment of its internal costs. All costs, and dollars expended, are subject to Reconciliation in accordance with the FRA. The total dollars for the project are Three million, four hundred Eighty Thousand, One Hundred Fifty-Six Thousand and 32/Cents (\$3,480,156.32).
2. Schedule D: Schedule D reflects additional equipment that will be provided by Nextel as well as the spare parts that Incumbent is returning to Nextel for a cash payment (See Schedule C).
3. In the event of any inconsistencies between the terms and conditions of this Amendment and the Terms and Conditions of the FRA, the terms and conditions contained herein shall control.

IN WITNESS WHEREOF, the Parties have signed this Amendment as of the date first written above.

INCUMBENT:

City and County of Denver (Co)

By: _____

Name:

Title: Mayor

NEXTEL:

Nextel West Corp.

By: 

Name: William Jenkins

Title: Vice President Spectrum Resources

ATTEST:

By: Stephanie Y. O'Malley, Clerk and Recorder,
Ex-Officio Clerk of the City and
County of Denver

APPROVED AS TO FORM:

By: _____

David R. Fine, City Attorney for the City and
County of Denver

By:  Steve Moran
Assistant City Attorney

RECOMMENDED AND APPROVED:

By: 
Manager of Safety

By: 
Chief Information Officer

REGISTERED AND COUNTERSIGNED:

By: _____
Manager of Finance
Contract Control Number:

By: _____
Auditor

EXHIBIT 1

SCHEDULE C

SECOND AMENDMENT

800 MHZ RECONFIGURATION

COST ESTIMATE - CERTIFIED REQUEST

Request for Reconfiguration Funding

Incumbent: City and County of Denver (CO) (PH2)

Pursuant to the Order, Incumbent is required to reconfigure its existing facilities and requests Nextel to fund the estimated reconfiguration costs included below:

Incumbent Payment Terms: Nextel will pay Incumbent an amount not to exceed the Estimated Cost(s) for Incumbent with respect to each category of work, as set forth below. Under the terms and conditions of the Agreement, Nextel previously paid Incumbent Four Hundred Fifty-Three Thousand, Four Hundred Eighteen Dollars and no/Cents (\$453,418.00). Upon the terms and conditions of this amended Agreement, Nextel will pay Incumbent One Hundred Ninety One Thousand, Five Hundred Ninety Eight Dollars and 26/ Cents (\$191,598.26) within 30 days after receipt by Nextel of the fully executed Agreement, as amended, and fully completed Incumbent Information Form (as set forth on Exhibit A). Nextel will pay any outstanding balance of the Actual Costs due to Incumbent within 30 days after the Reconciliation Date (as "Actual Costs" and "Reconciliation Date" are defined in Section 3(b)(i)).

Vendor Payment Terms: Nextel will pay each Vendor an amount not to exceed the Estimated Cost(s) for that Vendor with respect to each category of work, as set forth below. Nextel will pay each Vendor within 30 days after receipt by Nextel of (A) an invoice from the Vendor and (B) Incumbent's approval of receipt of goods and services and approval of associated costs included on the Vendor invoice.

1. System Description:

The Incumbent's trunked radios system is comprised of M/A-COM EDACS equipment, located at four (4) sites: two (2) Tx/Rx sites (Mount Morrison & Josephine) and two (2) auxiliary receiver sites (Qwest & Four Points Sheraton). The two (2) Tx/Rx systems are premium sites and have site controllers for control and interface to the existing EDACS Communications Systems Director (CSD) and integrated Multisite Controller (CEC/IMC). Additionally, there is the Denver International Airport System (DIA) which is comprised of a fifteen (15) channel, twenty (20) site simulcast system. Change Order Request #1 ("COR #1") amended the Agreement to represent changes to the Incumbent's system.

Subsequent to the execution of the Agreement, the infrastructure changed from a single site with backup and two aux receive sites, to a seven site simulcast system. Additionally, the data system was replaced resulting in changes to the subscriber SOW as well as to the infrastructure implementation plan.

The major system elements to be reconfigured are summarized in the table below:

	Total In System	Total Included in FRA
Base station frequencies	41	41
- Voice channels	0	0
- Home/Control channels	41	41
Repeater sites	4	4
Other sites (remote recv, BDA)	38	38
Subscriber units returned	0	0
Subscriber units reprogrammed	17818	17818
Subscriber units replaced	2514	2514
Subscriber units rebanded total	20332	20332
Entities operating on the system	232	232

2. Reconfiguration Milestones: Identify the anticipated start date of the overall reconfiguration of your system (Project Start). Then, for each major reconfiguration milestone listed in the table below, provide (1) the anticipated number of days after project start date required to begin execution of the task identified, and (2) the estimated duration in number of days required to complete the task identified. As an FRA is negotiated, it is not always possible to know an actual start date for specific reconfiguration tasks. In such a case, it is acceptable to forecast an estimated start date from execution of the FRA (i.e., "contract execution + xx days") and estimate the duration of each task.

Reconfiguration Task	Start Date	# of Days After Project Start Date for Start of Task	Estimated Duration in # of Days
Project Start			
Reconfiguration Planning			
Reconfigure Subscriber Equipment			180
Reconfigure Infrastructure Equipment			180 (concurrently with Subscribers)
System Acceptance			

3. Implementation Plan: See Statement of Work and Implementation spreadsheet.xls

4. Cost Estimate:

Description of Work To Be Performed	Payee(separately identify Incumbent and each Vendor being paid for work performed)	Estimated Cost(s) for Incumbent and Each Vendor (Not to Exceed listed amount)
I. Subscriber Equipment Reconfiguration <ul style="list-style-type: none"> Initial programming of Public Safety and Data Subscribers. (4797 @ \$75.00 /unit = \$359,775.00) Removal/installation for replacement Public Safety	(Vendor) Dailey Wells Communications, Inc. 3440 E. Houston Street San Antonio, TX 78219 Ed Gelsone	\$2,035,205.00

<p>radios</p> <ul style="list-style-type: none"> • Remote mount units (210 @ \$275.00 /unit = \$57,750.00) • Front mount units (403 @ \$225.00 /unit = \$90,675.00) • Estimated associated Travel and Lodging expense for Public Safety subscriber tasks. (1 @ \$84,600.00 /unit = \$84,600.00) • Initial programming of Public Utilities subscribers (2111 @ \$75.00 /unit = \$158,325.00) <p>Removal/installation for replacement Public Utilities radios</p> <ul style="list-style-type: none"> • Remote mount units (110 @ \$275.00 /unit = \$30,250.00) • Front mount units (623 @ \$225.00 /unit = \$140,175.00) • Estimated associated Travel and Lodging expense for Public Utilities subscriber tasks. (1 @ \$53,000.00 /unit = \$53,000.00) • Reprogramming support for DIA. - (Datley Wells to supply 1 Sr. Technician @ \$125/hr. x 10hrs/day x 25 days) (25 units @ 10.00 hrs each @ \$125.00 /hr = \$31,250.00) • 2nd programming of all Public Safety and Public Utilities subscriber units. (6908 @ \$75.00 /unit = \$518,100.00) • Estimated associated Travel and Lodging expense for this task (1 @ \$114,975.00 /unit = \$114,975.00) • Project Management for subscribers and infrastructure (2160hrs @ \$175.00 /hr = \$378,000.00) • Estimated associated Travel and Lodging expense for this task (1 @ \$18,330.00 /unit = \$18,330.00) 	<p>210-893-6908</p>	
<ul style="list-style-type: none"> • Factory retuning of mobile Vehicular Repeaters for Fire Dept. - (12 Vehicular repeaters @ \$300/ea includes shipping) (12 @ \$300.00 /unit = \$3,600.00) 	<p>(Incumbent) City of Denver Electronic Engineering Bureau 1930 35th Street Denver, CO 80216 Attn: Rebanding</p>	<p>\$3,600.00</p>
<ul style="list-style-type: none"> • Removal and installation of Helicopter radios - (N710DP) Removal \$3,420, installation \$8,280, Parts and supplies \$1,200, FAA approval including FADEC and EMI testing \$3,600. (1 @ \$16,500.00 /unit = \$16,500.00) 	<p>(Vendor) Century Helicopters, Inc. 2001 Airway Ave. Fort Collins, CO 80524 970-224-3898</p>	<p>\$16,500.00</p>

<p>II. Infrastructure Equipment Reconfiguration a. Infrastructure Equipment Reconfiguration Services</p> <ul style="list-style-type: none"> • Retuning of affected channels on Public Safety system at Mount Morrison site - (7 channels @ \$3,500/channel) (7 @ \$3,500.00 /unit = \$24,500.00) • Estimated associated Travel and Lodging expense for this task (1 @ \$7,800.00 /unit = \$7,800.00) • Replacement/retuning of affected channels on Data system at Mount Morrison site - (9 channels @ \$7,000/channel) (9 @ \$7,000.00 /unit = \$63,000.00) • Estimated associated Travel and Lodging expense for this task (1 @ \$13,850.00 /unit = \$13,850.00) • Retuning of affected channels on DIA simulcast system - (6 channels @ \$5,000/channel) Includes all work at both simulcast sites and all combiner work. (6 @ \$5,000.00 /unit = \$30,000.00) • Estimated associated Travel and Lodging expense for this task. (1 @ \$7,050.00 /unit = \$7,050.00) • Replacement/retuning of affected channels on Public Utilities system at Mount Morrison site - (4 channels @ \$5,500/channel) (4 @ \$5,500.00 /unit = \$22,000.00) • Estimated associated Travel and Lodging expense for this task (1 @ \$5,100.00 /unit = \$5,100.00) <p>Bi-directional Amplifiers</p> <ul style="list-style-type: none"> • Performance test and return (36 @ \$1,800.00 /unit = \$64,800.00) • Factory/return of TX/RX units (includes filter kits) (3 @ \$3,500.00 /unit = \$10,500.00) • Install new replacement BDA equipment and filter kit at City & County Building (1 @ \$3,000.00 /unit = \$3,000.00) • Estimated associated Travel and Lodging expense for this task. (1 @ \$11,601.60 /unit = \$11,601.60) 	<p>(Vendor) Dailey Wells Communications</p>	<p>\$263,201.60</p>
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<ul style="list-style-type: none"> Replacement/retuning of affected channels on Public Safety, Josephine backup site - (3 channels @ \$3,500/channel) This cost will be used to purchase 8 additional Master III repeaters by City. (3 @ \$3,500.00 /unit = \$10,500.00) Estimated associated Travel and lodging expense for this task. This cost will be used to purchase 8 additional Master III repeaters by City. (1 @ \$3,200.00 /unit = \$3,200.00) 	(Incumbent) City of Denver	\$13,700.00
<p>III. Engineering and Verification Costs Baseline and acceptance testing to prove comparable coverage, post return.</p> <ul style="list-style-type: none"> Engineering (64hrs @ \$150.00 /hr = \$9,600.00) SR Tech (100hrs @ \$125.00 /hr = \$12,500.00) Systems Tech (340hrs @ \$113.00 /hr = \$38,420.00) Estimated associated Travel and Lodging expense for this task. (1 @ \$15,850.00 /unit = \$15,850.00) <p>Project Pre-Planning</p> <ul style="list-style-type: none"> Sr. Manager (132hrs @ \$175.00 /hr = \$23,100.00) Engineering (366hrs @ \$150.00 /hr = \$54,900.00) Estimated associated Travel and Lodging expense for this task. (1 @ \$11,175.00 /unit = \$11,175.00) 	(Vendor) Dailey Wells Communications	\$165,545.00
<p>IV. Professional Services Costs</p> <ul style="list-style-type: none"> Removal of programming data from units returned to Nextel. - (2,882 radios @ \$15/ea.) (2882 @ \$15.00 /unit = \$43,230.00) 	(Vendor) Dailey Wells Communications	\$43,230.00
<ul style="list-style-type: none"> Asset Tracking - (Negotiated \$31,200, based on \$4/unit x 7,800 units) (7800 @ \$4.00 /unit = \$31,200.00) <p>City of Denver Personnel Costs</p> <ul style="list-style-type: none"> Program Management costs to date (1 @ \$42,736.42 /unit = \$42,736.42) EEB/DPD Personnel costs for Public Safety and Clean up (2nd Touch) (1 @ \$362,009.88 /unit = \$362,009.88) Personnel costs for project planning (1 @ 	(Incumbent) City of Denver	\$889,535.95

<ul style="list-style-type: none"> • \$115,066.35 /unit = \$115,066.35) • EEB/DPD Personnel costs for PS Data system (1 @ \$29,253.30 /unit = \$29,253.30) • DIA Personnel Costs (1 @ \$103,100.29 /unit = \$103,100.29) • Denver Water Dept. Personnel costs (1 @ \$13,674.00 /unit = \$13,674.00) • EEB/PU personnel costs for Public Utility (1 @ \$116,918.75 /unit = \$116,918.75) • Denver Fire Dept. personnel costs for Public Safety system and 2nd Touch (1 @ \$43,842.96 /unit = \$43,842.96) <p>(\$86,964 of the EEB Personnel costs will be used to offset purchase of 8 additional Master III repeaters by incumbent.)</p> <ul style="list-style-type: none"> • Consulting and Program Management for DIA (137hrs @ \$174.26 /hr = \$23,874.00) • White paper to support replacement of MASTR II repeater transceivers with MASTR III repeaters transceivers. (\$23,580 divided by 3 licensees. Denver amount) (1 @ \$7,860.00 /unit = \$7,860.00) 		
<p>V. Contracts and Legal Costs</p> <ul style="list-style-type: none"> • Legal Fees to Negotiate FRA (225hrs @ \$400.00 /hr = \$90,000.00) <p>FCC Licensing Work</p> <ul style="list-style-type: none"> • FCC Regulatory Filings (estimated by Nextel) 2 sets of applications consummation Notices Rebanding deadline notices and deadline coordination (12hrs @ \$175.00 /hr = \$2,100.00) <p>Other Legal Fees</p> <ul style="list-style-type: none"> • Closing Document Review (4hrs @ \$195.00 /hr = \$780.00) <p>Travel and Related Costs</p> <ul style="list-style-type: none"> • Billed at actual cost (1 @ \$5,000.00 /unit = \$5,000.00) 	<p>(Vendor) Shulman Rogers Gandal Porty & Ecker, P.A ("SRGP&E") 12505 Park Potomac Ave. Sixth Floor Potomac, MD 20854 301-231-0930</p>	<p>\$97,880.00</p>
<p>Amendment - 1</p>		

Description of Work To Be Performed	Payee	Estimated Cost(s)
<p>I. Subscriber Equipment Reconfiguration</p> <ul style="list-style-type: none"> Initial programming of Public Safety and Data Subscribers. (-403 @ \$75.00 /unit = (\$30,225.00)) <p>Removal/Installation for replacement Public Safety radios</p> <ul style="list-style-type: none"> Front mount units (-403 @ \$225.00 /unit = (\$90,675.00)) Estimated associated Travel and Lodging expense for Public Safety subscriber tasks. (-1 @ \$6,400.00 /unit = (\$6,400.00)) 2nd programming of all Public Safety and Public Utilities subscriber units. (-403 @ \$75.00 /unit = (\$30,225.00)) Estimated associated Travel and Lodging expense for this task (-1 @ \$6,700.00 /unit = (\$6,700.00)) 	<p>(Vendor) Dailey Wells Communications</p>	<p>(\$164,225.00)</p>
<ul style="list-style-type: none"> Helicopter installations paid to Century Helicopters. (1 @ \$1,293.75 /unit = \$1,293.75) 	<p>(Incumbent) City of Denver</p>	<p>\$1,293.75</p>
<ul style="list-style-type: none"> Denver paid Century directly according to their maintenance contract with Century. Actual costs less than estimated. (1 @ (\$16,500.00) /unit = (\$16,500.00)) 	<p>(Vendor) Century Helicopters</p>	<p>(\$16,500.00)</p>
<p>II. Infrastructure Equipment Reconfiguration</p> <p>a. Infrastructure Equipment Reconfiguration Services</p> <ul style="list-style-type: none"> Retuning of affected channels on Public Safety system at Mount Morrison site - (7 channels @ \$3,500/channel) (-4 @ \$3,500.00 /unit = (\$14,000.00)) Replacement/retuning of affected channels on Data system at Mount Morrison site - (9 channels @ \$7,000/channel) (-1 @ \$7,000.00 /unit = (\$7,000.00)) <p>Additional Tasks</p> <ul style="list-style-type: none"> (Retune 3 Channels @ \$1300/channel x 7 Sites) (21 @ \$1,300.00 /unit = \$27,300.00) (Final simulcast alignment 3 channels @ \$500/channel x 7 sites) (21 @ \$500.00 /unit = \$10,500.00) (17 additional combiner port retunes x 7 sites) (119 @ \$175.00 /unit = \$20,825.00) 	<p>(Vendor) Dailey Wells Communications</p>	<p>\$47,375.00</p>

<ul style="list-style-type: none"> Estimated additional T&L associated with returning of Public Safety Simulcast System (1 @ \$9,750.00 /unit = \$9,750.00) 		
<ul style="list-style-type: none"> Return 5 new data repeaters to new channels. (5 @ \$4,200.00 /unit = \$21,000.00) T & L expenses associated with data system. (1 @ \$5,900.00 /unit = \$5,900.00) 	(Vendor) Cal Amp Data Radio	\$26,900.00
III. Professional Services Costs <ul style="list-style-type: none"> City of Denver Personnel Costs - Credit for reduced City personnel cost based on modified Data System (-1 @ \$17,552.70 /unit = (\$17,552.70)) 	(Incumbent) City of Denver	(\$17,552.70)
IV. Contracts and Legal Costs <ul style="list-style-type: none"> Additional legal hours (COR#2) (18.75hrs @ \$400.00 /hr = \$7,500.00) 	(Vendor) SRGP&E	\$7,500.00

AMENDMENT # 2

Description of Work To Be Performed	Payee	Estimated Cost(s)
I. Subscriber Equipment Reconfiguration <ul style="list-style-type: none"> Spare Accessory Parts - In lieu of replacing the parts, the Incumbent elected a cash out payment. (1 @ \$66,967.72 /unit = \$66,967.72) <u>Parts to be returned to Nextel.</u> 	(Incumbent) City of Denver	\$66,967.72

Amended Cost Totals:

City of Denver	Incumbent	\$957,544.72
Daily Wells Communications	Vendor	\$2,390,331.60
Cal Amp Data Radio	Vendor	\$26,900.00
SRGP&E	Vendor	\$105,380.00
Total Estimated Costs		\$3,480,156.32

INCUMBENT CERTIFICATION FOLLOWS

INCUMBENT CERTIFICATION

Pursuant to the Order, Incumbent hereby certifies to the Transition Administrator appointed pursuant to the Order that the funds requested above are the minimum necessary to provide Incumbent reconfigured facilities comparable to those presently in use. If applicable, Incumbent

further certifies, to the best of Incumbent's knowledge, that any vendor costs listed on Schedule C are comparable to costs that vendor previously charged Incumbent for similar work.

Signature: Melylee Rauri Kelly Rauri

Print Name:

Title: Chief Information Officer

Phone Number: 720 913 4902

E-mail:

Date: 7/29/10

EXHIBIT 2

**SCHEDULE D
Second Amendment**

Equipment

Incumbent: City and County of Denver (CO) (PH2)

1) Replacement Equipment (provided by Nextel)

Quantity	Manufacturer	Description	Model Number	New/Used
1	M/A-COM	M7100P mobile radio, 35W, with DES	MAHG-S8MXXE	New
1	M/A-COM	Provoice operation feature package, includes EDACS and Conventional operation.	MAHG-PV	New
1	M/A-COM	Control unit, Scan, front mount	MAHG-CP7U	New
1	M/A-COM	Kit, Accessory, front mount, 50W TX and below	MAHG-ZN5W	New
1	M/A-COM	Microphone Desk	MAHG-MC5A	New
1	M/A-COM	FEATURE, 800 EDACS SYSTEMS/GROUPS	MAHG-PL3R	New
4	M/A-COM	M7100P mobile radio, 35W	MAHG-S8MXX	New
4	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	MAHG-ED	New
4	M/A-COM	CONTROL UNIT, SCAN, FRONT MOUNT	MAHG-CP7U	New
4	M/A-COM	Kit, Accessory, front mount, 50W TX and below	MAHG-ZN5W	New
4	M/A-COM	Microphone Desk	MAHG-MC5A	New
465	M/A-COM	M7100P mobile radio, 35W	MAHG-S8MXX	New
465	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	MAHG-ED	New
465	M/A-COM	CONTROL UNIT, SCAN, FRONT MOUNT	MAHG-CP7U	New
465	M/A-COM	Kit, Accessory, front mount, 50W TX and below	MAHG-ZN5W	New
465	M/A-COM	FEATURE, EDACS DATA	MAHG-PL3X	New
465	M/A-COM	CABLE, DATA INTERFACE	MAHG-CL1X	New
1309	M/A-COM	M7100P mobile radio, 35W	MAHG-S8MXX	New
1309	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	MAHG-ED	New
1309	M/A-COM	CONTROL UNIT, SCAN, FRONT MOUNT	MAHG-CP7U	New
1309	M/A-COM	MICROPHONE, MOBILE	MAHG-MC7T	New
1309	M/A-COM	KIT, ACCESSORY, FRONT MOUNT, 50W TX AND BELOW	MAHG-ZN5W	New
3	M/A-COM	M7100P mobile radio, 35W	MAHG-S8MXX	New
3	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	MAHG-ED	New
3	M/A-COM	Control unit, System, remote mount	MAHG-CP7X	New
3	M/A-COM	FEATURE, 800 EDACS SYSTEMS/GROUPS	MAHG-PL3R	New

3	M/A-COM	Kit, Accessory, remote mount, 50W TX and below	MAHG-ZN5X	New
18	M/A-COM	M7100P mobile radio, 35W	MAHG-S8MXX	New
18	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	MAHG-ED	New
18	M/A-COM	CONTROL UNIT, SCAN, FRONT MOUNT	MAHG-CP7U	New
18	M/A-COM	KIT, ACCESSORY, FRONT MOUNT, 50W TX AND BELOW	MAHG-ZN5W	New
18	M/A-COM	MICROPHONE, MOBILE	MAHG-MC7T	New
18	M/A-COM	FEATURE, 800 EDACS SYSTEMS/GROUPS	MAHG-PL3R	New
1	M/A-COM	M7100P mobile radio, 35W	MAHG-S8MXX	New
1	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	MAHG-ED	New
1	M/A-COM	CONTROL UNIT, SCAN, FRONT MOUNT	MAHG-CP7U	New
1	M/A-COM	KIT, ACCESSORY, FRONT MOUNT, 50W TX AND BELOW	MAHG-ZN5W	New
1	M/A-COM	MICROPHONE, MOBILE	MAHG-MC7T	New
1	M/A-COM	WALL MOUNT BASE, TONE REMOTE CONTROL	DSWD02	New
1	M/A-COM	M7100P mobile radio, 35W	MAHG-S8MXX	New
1	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	MAHG-ED	New
1	M/A-COM	Control unit, System, remote mount	MAHG-CP7X	New
1	M/A-COM	MICROPHONE, MOBILE	MAHG-MC7T	New
1	M/A-COM	Kit, Accessory, remote mount, 50W TX and below	MAHG-ZN5X	New
1	M/A-COM	FEATURE, 800 EDACS SYSTEMS/GROUPS	MAHG-PL3R	New
60	M/A-COM	M7100P mobile radio, 35W	MAHG-S8MXX	New
60	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	MAHG-ED	New
60	M/A-COM	CONTROL UNIT, SCAN, REMOTE MOUNT	MAHG-CP7W	New
60	M/A-COM	MICROPHONE, MOBILE	MAHG-MC7T	New
60	M/A-COM	Kit, Accessory, remote mount, 50W TX and below	MAHG-ZN5X	New
16	M/A-COM	M7100P mobile radio, 35W	MAHG-S8MXX	New
16	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	MAHG-ED	New
16	M/A-COM	Control unit, System, remote mount	MAHG-CP7X	New
16	M/A-COM	MICROPHONE, MOBILE	MAHG-MC7T	New
16	M/A-COM	Kit, Accessory, remote mount, 50W TX and below	MAHG-ZN5X	New
28	M/A-COM	M7100P mobile radio, 35W	MAHG-S8MXX	New
28	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	MAHG-ED	New
28	M/A-COM	Control unit, System, remote mount	MAHG-CP7X	New
28	M/A-COM	Microphone, mobile	MAHG-MC7T	New

28	M/A-COM	Kit, Accessory, remote mount, 50W TX and below	MAHG-ZN5X	New
533	M/A-COM	P5150 Radio Type (Scan)	MAHM-S8DXX	New
533	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	HTED	New
533	M/A-COM	ANTENNA, 806-870 MHZ, WHIP	MAHM-NC1K	New
533	M/A-COM	BATTERY, NICD, HIGH CAPACITY	MAHM-PA9N	New
533	M/A-COM	BELT CLIP, METAL	MAHM-HC7P	New
533	M/A-COM	CHARGER, DESK, RAPID, 120/230 VAC	MAHM-CH9E	New
38	M/A-COM	P5150 Radio Type (Scan)	MAHM-S8DXX	New
38	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	HTED	New
38	M/A-COM	ANTENNA, 806-870 MHZ, WHIP	MAHM-NC1K	New
38	M/A-COM	BATTERY, NICD, HIGH CAPACITY, SPARE	MAHM-PA7X	New
38	M/A-COM	BELT CLIP, METAL	MAHM-HC7P	New
38	M/A-COM	CHARGER, DESK, RAPID, 120/230 VAC	MAHM-CH9E	New
65	M/A-COM	P5130 Radio Type (SELECT)	MAHM-L8DXX	New
65	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	HTED	New
65	M/A-COM	ANTENNA, 806-870 MHZ, WHIP	MAHM-NC1K	New
65	M/A-COM	BATTERY, NICD, HIGH CAPACITY, SPARE	MAHM-PA7X	New
65	M/A-COM	BELT CLIP, METAL	MAHM-HC7P	New
65	M/A-COM	CHARGER, DESK, RAPID, 120/230 VAC	MAHM-CH9E	New
85	M/A-COM	P7170P radio type (system)	HT7170T81X	New
85	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	HTED	New
28	M/A-COM	ANTENNA, 806-870 MHZ, WHIP	HTNC1K	New
45	M/A-COM	BATTERY, NICD, HIGH CAPACITY	HTPA7V	New
85	M/A-COM	FEATURE, 800 SYSTEMS/GROUPS	HTPL3R	New
85	M/A-COM	BELT CLIP, METAL	HTHC7P	New
85	M/A-COM	CHARGER, DESK, RAPID, 120/230 VAC	HTCH9E	New
29	M/A-COM	P7170P radio type (system)	HT7170T81X	New
29	M/A-COM	ENCRYPTION, 64-BIT, VGE AND AEGIS DIGITAL VOICE (includes Aegis digital voice option)	HTVE	New
29	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	HTED	New
29	M/A-COM	ANTENNA, 806-870 MHZ, WHIP	HTNC1K	New
29	M/A-COM	BATTERY, NICD, HIGH CAPACITY	HTPA7V	New
29	M/A-COM	FEATURE, 800 SYSTEMS/GROUPS	HTPL3R	New
29	M/A-COM	BELT CLIP, METAL	HTHC7P	New
29	M/A-COM	CHARGER, DESK, RAPID, 120/230 VAC	HTCH9E	New
136	M/A-COM	P7170P radio type (system)	HT7170T81X	New
136	M/A-COM	FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	HTED	New
136	M/A-COM	ANTENNA, 806-870 MHZ, WHIP	HTNC1K	New
136	M/A-COM	BATTERY, NICD, HIGH CAPACITY	HTPA7V	New

136	M/A-COM	BELT CLIP, METAL		HTHC7P	New
136	M/A-COM	CHARGER, DESK, RAPID, 120/230 VAC		HTCH9E	New
19	M/A-COM	CHARGER, MULTI, RAPID, 120/230 VAC		HTCH9A	New
48	M/A-COM	CHARGER, VEHICULAR, ENHANCED, DUAL POSITION Includes Vehicular Charger, Mounting Bracket and Cables, Mic with hook switch, Mic Hanger Kit, Speaker, and Installation and Operator's Manuals. For NiCd or NiMH batteries. For this feature, use the speaker mic		H2VPDE	New
4	M/A-COM	ADAPTER, SLEEVE FOR CADEX-7400 SYSTEM FOR NICD/NIMH BATTERIES	CADEX-C7 Adapter		New
16	M/A-COM	STATION, CONV MASTR III, 806-870MHZ, 100W	SX8MCX		New
16	M/A-COM	COVER, SCREEN, T/R SHELF	SXMN9C		New
16	M/A-COM	Kit, Mounting Hrdwr, 69/83/86in Cab/Rack	SXMN2D		New
16	M/A-COM	FEATURE, VOTING TONE (1950HZ)	SXSF1W		New
16	M/A-COM	CABLE, RX RECEIVE	SXC15E		New
16	M/A-COM	GETC to MIII Cable Harness	19B802401P3		New
16	M/A-COM	AC Power Supply	19A149979P1		Used
16	M/A-COM	Audio Cable	19D903880P250		New
16	M/A-COM	GETC Harness	19B801648G2		New
2	M/A-COM	Programming, Set TX Power, Rated/(TU Appl)	MAHG-EC1F		New
2	M/A-COM	Kit, Radio Front(Remote Mount)	MAHG-MK3Z		New
2	M/A-COM	Mobile, M7100-1P, 806-870MHZ, 3.5W	MAHG-S8MXX		New
2	M/A-COM	Handling, Send Radio to Station Area(TU)	MAHG-SP9H		New
2	M/A-COM	Feature Set, Test Unit	Feature Set, Test Unit		New
2	M/A-COM	MANUAL, INSTL, MASTR III AUX RECEIVER	MM001SR		New
2	M/A-COM	MANUAL, MAINT, MASTR III AUX RECEIVER, 800M	MM004SR		New
24	M/A-COM	RECEIVER, MASTR III AUX RX, 806-825MHZ	SR8N01		New
2	M/A-COM	INSTRUCTION, 83/86, CC/MC/MON	SRAP5U		New
2	M/A-COM	INSTRUCTION, 83/86, W/MON	SRAP5V		New
3	M/A-COM	CABINET, 83 IN	SRCA1U		New
6	M/A-COM	CABLE, INTERCONNECT, 5FT, 25 PAIR	SRCD7S		New
3	M/A-COM	KIT, CABLE, 83/86 IN CAB/RACK, SHELF #1	SRCF3F		New
3	M/A-COM	KIT, CABLE, 83/86 IN CAB/RACK, SHELF #2	SRCF3G		New
3	M/A-COM	KIT, CABLE, 83/86 IN CAB/RACK, SHELF #3	SRCF3H		New
2	M/A-COM	KIT, CABLE, 83/86 IN CAB/RACK, SHELF #4	SRCF3J		New
2	M/A-COM	KIT, CABLE, 83/86 IN CAB/RACK, SHELF #5	SRCF3K		New
2	M/A-COM	Cable, M7100 TU	SRCJ1B		New
3	M/A-COM	PANEL, SYSTEM, EDACS	SRCN1V		New
3	M/A-COM	OUTLET STRIP, 120VAC	SRCN1Z		New
2	M/A-COM	POWER COUPLER, RF, 10DB FIXED	SRCN3L		New
24	M/A-COM	KIT, EDACS EQUIPMENT	SRCP7E		New
3	M/A-COM	SYSTEM EQUIPMENT, MASTR III AUX RX, EDACS	SRDNTX		New
3	M/A-COM	FAN, 120VAC	SRFN1A		New
3	M/A-COM	KIT, BUFFER MODULE	SRMD3X		New
24	M/A-COM	KIT, MODEM	SRMD3Y		New
2	M/A-COM	KIT, INSTALLATION, CCM RADIO, 3RU	SRMF5U		New
2	M/A-COM	PANEL, BLANK	SRMN5Z		New

3	M/A-COM	Power Supply,120V/AC,60Hz,12VDC	19A149979P1	Used
16	M/A-COM	SHELL,AUX RX	SRRBIN	New
24	M/A-COM	FEATURE,VOTING,TONE,1950HZ	SRSF1W	New
2	M/A-COM	HANDLING,M7100 RADIO	SRSPP9I	New
1	Powerwave Technologies	Bi-Directional Amplifier	ARL4600-00100	New
1	K & L Microwave	Filter Kit	W/SA-00093	New
1	DECIBEL	Combiner, 9 Channel	DB-8062-F9	Used
1	DECIBEL	Combiner, 6 Channel	DB-8062-F6	Used
2	DECIBEL	Combiner, 8 Channel	DB-8062-F8	Used
1	DECIBEL	Combiner, 7 Channel	DB-8062-F7	Used
1	DECIBEL	Combiner, 10 Channel	DB-8062-F10	Used
28	M/A-COM	FRONT ASSEMBLY/SCAN	G3UK07830	New
2	M/A-COM	Assembly, Latch, Vehicular Charger	M39/9203680000	New
2	M/A-COM	ASSEMBLY,PCB,UDC	M39/920362000	New
6	M/A-COM	ASSEMBLY,RF CONTACT	M39/9203660000	New
192	M/A-COM	Complete Knob Kit	G3UK07645	New
12	M/A-COM	INTERFACE BOARD ASSY	G3UK07419	New
18	M/A-COM	FRONT ASSEMBLY	G3UK07420	New
9	M/A-COM	REAR CASTING	G3UK07636	New
6	M/A-COM	Filter,Ceramic,450KHz,P7100/5100	FL-007536	New
6	M/A-COM	Filter,Ceramic,P7100/5100(VHF/UHF),FL105	FL-007537	New
6	M/A-COM	Filter,Ceramic,450KHz,P7100/5100,FL106	FL-007539	New
3	M/A-COM	Filter,Ceramic,450KHz,P7100/5100,FL107	FL-007540	New
32	M/A-COM	SWITCH MODULE ASSY	G3UK07647	New
3	M/A-COM	Tool,RF Connector Remover,P7100/J700	G4UK07188-0	New
64	M/A-COM	Outer Knob Kit	G4UK07644	New
19	M/A-COM	Kit,Hardware,P7100(INTERNAL)	KT-010533	New
6	M/A-COM	Insert, Dual Contact Sleeve for P7100	M39/7028053500	New
1	M/A-COM	VC3000 Vehicle Charger	MAH2-VC3P7	New
7	M/A-COM	DES KEY LOAD CABLE P7100	RPMI1132472/36	New
5	M/A-COM	PROG CABLE LPE/MRK/JAG	TQ3368	New
5	M/A-COM	Cable,Programming,J725M/M7100,Shop(37-9)	TQ3409	New
16	M/A-COM	Cable,Programming,J725M/M7100,Field(15-9)	TQ3410	New
13	M/A-COM	CABLE,POWER,7.5M,.50W & BELOW	19B802622P3	New
13	M/A-COM	CONNECTOR	B19/5JBA00007	New
27	M/A-COM	VOLUME CONTROL	B19/SRVAC00106	New
54	M/A-COM	ROTARY SWITCH (SI)	B19/5SZJC00021	New
13	M/A-COM	TRANSISTOR	B19/5TCAF00658	New
27	M/A-COM	ASSEMBLY,PCB,FLEX RIBBON	B19/6PCLD00321	New
11	M/A-COM	DISPLAY, VACUUM FLUORESCENT	B19/7WSLD00004	New
27	M/A-COM	COVER, REMOTE REAR	B19/MDNQZ5110C	New
135	M/A-COM	VOLUME KNOB, PLASTIC	B19/MPHD30001A	New
135	M/A-COM	SELECT KNOB, PLASTIC	B19/MPHD30002A	New
135	M/A-COM	KNOB COVER, VOLUME	B19/MTV004931A	New
135	M/A-COM	KNOB COVER, SELECT	B19/MTV300461	New
27	M/A-COM	ASSEMBLY,PCB,RIA	B19/NQZ-4882C	New
12	M/A-COM	P7100 Rapid Desk Charger	BML16178/6	New
1	M/A-COM	Oscillator, VCO,J700P/P7100	FG0800	New
3	M/A-COM	Filter,Xtal,115.65MHz,P7100/P5100,FL103	FL-007534	New
		AMENDMENT #2		
13		P7170IP Radio Type System, 806-870 MHz	HT7170T81X	New
13		FEATURE PACKAGE, EDACS TRUNKING	HTED	New

		OPERATION (includes Conventional operation)			
13		FEATURE, 800 SYSTEMS/GROUPS	HTTPL3R	New	
7		M71001P Radio Type 806-870 MHz, 35W	MAHG-S8MXX	New	
7		FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional operation)	MAHG-ED	New	
7		CONTROL UNIT, SYSTEM, FRONT MOUNT	MAHG-CP7V	New	
7		MICROPHONE, DESK	MAHG-MC5A	New	
7		KIT, ACCESSORY, FRONT MOUNT, 50W TX AND BELOW	MAHG-ZN5W	New	
7		FEATURE, 800 EDACS SYSTEMS/GROUPS	MAHG-PL3R	New	
7		KIT, KEYCAP, SYSTEM CONTROL UNIT, 72 keys and extractor tool	MAHG-MK3F	New	
7		DESKTOP BASE, LOCAL CONTROL	DSDDX01	New	
15		M71001P Radio Type, 806-870 MHz, 35W	MAHG-S8MXX	New	
15		FEATURE PACKAGE, EDACS TRUNKING OPERATION (includes Conventional Operation)	MAHG-ED	New	
15		CONTROL UNIT, SCAN, REMOTE MOUNT KIT, ACCESSORY, REMOTE MOUNT, 50W TX AND BELOW	MAHG-CP7W MAHG-ZN5X	New New	
		Items not included in the EOWs			
2		CHARGER, BANK	BML16179/6	New	
19		DESK MIC	19C851086P15	New	
11		CHARGER, 6 BANK	BML16179/6	New	
8		MICROPHONE, MOBILE RADIO	MC101616V1	New	
46		MICROPHONE, LABEL	KRY1011617/83	New	
34		CLIP, BELT LOOP, FOR D PORTABLE RADIO	KRY1011608/2	New	
54		CLIP, BELT, FOR PORTABLE RADIO	KRY1011647/1	New	
116		BATTERY, RECHARGEABLE, RADIO, FOR MPD/MPA RADIOS	HAPA7V	New	
2		DESKTOP STATION - LOCAL CONTROL	344A3392P54	New	
35		Charger Vehicular, Dual Position	H2VPPDE	New	
7		Bank Chargers	HTCH9E	New	

2) Replaced Equipment (to be delivered to Nextel prior to Closing)

Quantity	Manufacturer	Description	Model Number
465	M/A-COM	Mobile Data Radio with control head, no mic	MDX Scan, Front mount
465	M/A-COM	Radio Data Interface	19A149654P1
4	M/A-COM	Mobile Radio with control head with Desk Mic	MDX Scan, Front mount.
523	M/A-COM	Mobile Radio with control head, mob mic	MDX Scan, Front mount.
786	M/A-COM	Mobile Radio with control head, mob mic	FMD Scan, Front mount
18	M/A-COM	Mobile Radio with control head, mob mic	FMD Scan, Front mount
3	M/A-COM	Mobile Radio with control head, 625 system/group upgrade	MDX System, Remote Mount
1	M/A-COM	Mobile Radio with control head, Desk Mic, VG-9600 external voice encryption.	FMD Scan, Front mount, Encrypted.
1	M/A-COM	Mobile Radio with control head, mob mic, wall	RANGER Scan, Front

49	M/A-COM	mount base, tone remote control	mount
11	M/A-COM	Mobile Radio with control head, mob mic	RANGER Scan, Front mount
8	M/A-COM	Mobile Radio with control head, mob mic, S-825	MDX Scan, Remote Mount
2	M/A-COM	Mobile Radio with control head, mob mic, Test radios	RANGER System, Remote mount
16	M/A-COM	Mobile Radio with control head, mob mic	FMD System, Remote mount
21	M/A-COM	Mobile Radio with control head, mob mic	FMD System, Remote mount
27	M/A-COM	Portable radio with antenna	300P Scan keypad
33	M/A-COM	Portable radio with antenna	300P System
62	M/A-COM	Portable radio with antenna	MPA Select
3	M/A-COM	Portable radio with antenna	MPD Select 16
79	M/A-COM	Portable radio with antenna	MPA System
29	M/A-COM	Portable radio with antenna, Aegis encryption	MPA System
182	M/A-COM	Portable radio with antenna	PCS Scan keypad
36	M/A-COM	Portable radio with antenna	MPD System
330	M/A-COM	Portable radio with antenna	MPA Scan keypad
67	M/A-COM	Portable radio with antenna	PCS System
4	MAXON	Portable radio with antenna	EP4800
2	M/A-COM	Portable radio with antenna	Monogram
32	M/A-COM	Portable radio with antenna	MPD Scan Select
19	M/A-COM	Chargers	Multi, Rapid
48	M/A-COM	Chargers	vehicular, dual position, enhanced
4	M/A-COM	Adapter sleeve	Cadex-7400, NICD/NIMH
846	M/A-COM	Batteries	Portable
886	M/A-COM	Clips	Belt
886	M/A-COM	Chargers	Rapid, desk, single unit
16	M/A-COM	Transceivers	MASTR II
28	M/A-COM	Power supplies	MASTR II
24	M/A-COM	Aux. Receivers with Modems	MASTR II
1	K & L Microwave	Filter kit	WSA-00093
1	Kaval	Bi-Directional Amplifier	IH04AA80C2-C
3	DECIBEL	Combiner, 8 channel	DB-8062-F8
1	DECIBEL	Combiner, 5 Channel	DB-8062-G5
1	DECIBEL	Combiner, 10 channel	DB-8062-G10
1	DECIBEL	Combiner, 6 channel	DB-8062-F6
298	M/A-COM	USD ASM	19C337149G1
14	M/A-COM	Component board, VCO	19C852149G1
16	M/A-COM	Assembly, RF, Rear cover	PARF1J
20	M/A-COM	Rear Cover	19B801598G2
24	M/A-COM	Front Cover	19D902812P1
4	M/A-COM	Assembly, PC board, controller	PACTIC
18	M/A-COM	Flex. speaker MPA	19B235116G1
36	M/A-COM	Mount, base plate	19B235165G1
36	M/A-COM	Display, LCD	19B801594P1
2	M/A-COM	VCO, 806-870 Mhz	19A704902P1
16	M/A-COM	Hybrid RF PA, microcircuit	RON107796/1

66	M/A-COM	Circuit board, bare	19D902810P1
96	M/A-COM	Control panel	19D38668P1
100	M/A-COM	Keypad, system	19D902264P10
500	M/A-COM	Belt clip, metal	PAH1C
20	M/A-COM	Shield, cover	19D438664P1
148	M/A-COM	Lens, covering, LCD	19D438679P1
18	M/A-COM	Assembly, PCB, transmit/receive	188D6460G1
14	M/A-COM	Circuit board, audio logic	19D903568G1
16	M/A-COM	Integrated circuit, Linear	19A143904P2
6	M/A-COM	Resistor kit	SPK8801
6	M/A-COM	Capacitor kit	SPK8802
4	M/A-COM	Transmit board, 30watt	B19/CAH-334
4	M/A-COM	Superseded by S6ab	T19/AS16P1001A
4	M/A-COM	Display board, EDACS	T19/AS16P3003B
4	M/A-COM	Processor board, EDACS Obs W1	T19/AS16P1002A
6	M/A-COM	Circuit board, audio logic	19D903965G1
6	M/A-COM	Assembly, PCB, RF	19D902123G22
4	M/A-COM	Receiver board	B19/CMA-367
AMENDMENT #2			
11		MPA Scan upgraded to System Portable Radio (each with keypad, 800 sys/grp upgrade and antenna)	MPA
2		MTL Portable Radio upgraded to System (each with 800 sys/grp upgrade and antenna)	MTL
7		Ranger NPSPAC EDACS Desktop Radio w/ S-825 (each with system keypad, system control unit and 800 sys/grps)	19C852802P2
7		Desk Microphone	Desk Microphone
7		Desktop Base, Local Control	Desktop Base
14		Ranger S-550 EDACS NPSPAC Mobile Radio (each with remote scan unit)	19C852802P1
1		Ranger S-700 EDACS NPSPAC Mobile Radio (each with remote scan unit)	19C852802P1
2		CHARGER, BANK, MPA	19B801506P6
19		DESK MIC, FMD	FMMC3P
11		CHARGER, 6 BANK, MPA	BML 161 51/024
8		MICROPHONE, MOBILE RADIO (FMD)	344A4528P53
46		MICROPHONE, LAPEL, M/A-COM/ERICSSON	KRY1011617/13
34		CLIP, BELT LOOP, FOR D PORTABLE RADIO	19B233243G1
54		CLIP, BELT, FOR PORTABLE RADIO, M/A-COM/ERICSSON	19B233241G1
116		BATTERY, RECHARGEABLE, RADIO, FOR MPD/MPA RADIOS, M/A-COM/ERICSSON	BKB191205/1
2		MDX DESKTOP STATION - LOCAL CONTROL	DSMX01
35		Charger Vehicular, Dual Position, Enhanced-MPA Radios	Vehicular Charger
7		Bank Chargers	Bank Charger
1		SPEAKER, MDX	19A705165P2
1		CRYSTAL, OSCILLATOR, FOR MDX RADIO	19B801351P16
1		MPA MIXER	19B801351P22

1		MPA SPEAKER FLEX COVER, BOTTOM, MDX	19D438674P1
1		BOARD, RCVR, FMD	19D904185G1 B19/CMA-407
1		SYS BRD, ALPHA, FMD	B19/CMC-473ASZZAA or B19/6PCLD00250B
1		PANEL, FRONT RADIO, FOR FMD REMOTE	B19/CMH-814
2		MPA REF OSC	19B801351P17
2		PAD, FRICTION	19B801539P3
2		PAD, FRICTION	19B801539P4
2		MPA MODULE:806-870 MHz EXCITER	19C851848G1
2		MPA, POWER CONTROLLER	19C851922G1
2		CLOTH, SPEAKER	19C851997P1
2		BOARD, PRINTED CIRCUIT, AUDIO LOGIC, FOR MDX RADIO	19D903963G1
2		KEYPAD, FOR MDX RADIO	19D904031P1
2		SYNTH BOARD, FMD	B19/CMG185ZZ-1WZAA
3		KEY CAP, POWER, MDX	19D904032P11
3		MOLDING, KEYCAP, MDX	19D904032P12
4		OPTION PLUG, MDX	19B801606P1
4		MPA OLD TYPE LCD BOARD ASSEMBLY BOARD, PRINTED CIRCUIT, AUDIO, FOR MDX RADIO	19C337096G1
4		MOLDING, KEYCAP, MDX	19D904032P21
4		MOLDING, KEYCAP, MDX	19D904032P22
4		MOLDING, KEYCAP, MDX	19D904032P31
4		GASKET, FRONT, FOR MDX RADIO	19D904037P6
4		PWR, RUBBER KEYPAD, ALPHA FMD	B19/MTV003091A
5		MPA, 3 PIN HEADER	19A704852P163
5		SCREW MPA	19A705937P105
5		MPA, FUSE COVER	19B235074P1
5		KEYCAP,MDX	19D904032P32
5		MOLDING, KEYCAP, MDX	19D904032P33
6		AMPLIFIER, RF POWER, FOR MDX RADIOS	19A143904P2
6		MPD/MPA SWIC HOUSING ANT SWITCH BOARD, PRINTED CIRCUIT, PLLAL, MPA TYPE	19C337027P1
6		BOARD, PRINTED CIRCUIT, MDX SYSTEM, FOR MDX RADIOS	19C852056G1
6		MOLDING, KEYCAP, MDX	19D901891G3
6		MOLDING, KEYCAP, MDX	19D904032P34
6		MOLDING, KEYCAP, MDX	19D904032P35
6		GASKET, MDX	19D904037P3
7		MPA 5A FUSE	19A702169P11
7		MPA, LCD FRAME	19C337137P1
7		MPA NEW TYPE UDC FLEX(FLEX ONLY)	19D902811P1
7		MOLDING, KEYCAP, MDX	19D904032P36
7		DISPLAY, LED, FOR MDX	344A4184P1
8		MPA RF BOARD	188D5111G1
8		MPA LI-ION BATTERY	19A149975P1
8		POWER CABLE, MDX	19C851585P15
8		MPA SCAN KEYPAD	19D902264P5
1		SCREW 10 PACK MPA	19A705701P114
10		MPA, BATTERY CONTACT	19B235111P1

10	BOARD, PRINTED CIRCUIT, DISPLAY, FOR MDX RADIO	19D903957G2
10	CONNECTOR, COMMUNICATIONS, MICROPHONE, FOR MDX RADIO	344A4485P1
10	PWR PUSHBUTTON, FMD	B19/MT/V003060A
26	MPA UDC RF CONNECTOR	19B235133P2
11	SUPPORT, EMERGENCY, FOR MPA RADIOS	19B801968P1
12	LENS, FLAT, FOR MDX	19B802675P1
29	MPA ANTENNA INSERTS	19B801618P1
14	CABLE, OPTION, FOR MDX RADIO	19C851585P18
15	MPA R20 O-RING	4037064P25/10
16	CONTROL, VOLUME, R20, FOR MPD/MPA RADIOS	19A134528P4
16	MODULE, V1,PA,MPA,INPUT, M/A-COM/ERICSSON	19A705962P1
16	KEYPAD, FLEX, FOR M-PA RADIO, M/A-COM/ERICSSON	19D902810P1
1	SCREW, 10 PACK MPA	19A705701P104
18	ASSEMBLY, UDC FLEX, FOR MPA RADIOS	19C337149G2
19	MODULE, PA MPA RADIO POWER, M/A-COM/ERICSSON	RYTUA90107/1
20	DIODE, ALPHA, FMD	19A115250P1
20	SCREW, MOUNTING, FOR MDX RADIO MOUNT	19A705406P408/10
2	SCREW 10 PACK MPA	19A705701P4/10
20	DISPLAY, LCD, DS3, FOR MPA	19B801594P1
20	PANEL, CONTROL, FRONT, FOR MPA RADIO	19D438668P2
20	PANEL, FRONT KEY PAD, FOR M-PA SYSTEM W/SELECT PAD	19D438668P29
21	COVER, REAR, M/A-COM/ERICSSON	19B801598G2
21	KEYPAD, FOR M-PA SYSTEM	19D902264P10
22	PLATE	19B335075P2
24	MPA NEW BATTERY PLATE	19D902818P1
25	MPA LCD GASKET	19B801625P1
25	KEYPAD, ALPHA, FMD	B19/MT/V003806
2	SCREW 10 PACK MPA	19A705728P1/10
28	BOARD, PRINTED CIRCUIT, LCD, FOR MPA RADIO	19D902814P1
28	MPA, TOP PANEL	19D902815P1
29	SCREW, COVER, FOR MDX RADIO	19A702362P913
12	SCREW, FOR MDX RADIO, 10/PKG	19A702381P508
3	SCREW 10 PACK MPA	19A705701P105/10
31	SHIELD, MPA	19D902813P1
31	CORD, COMMUNICATION, MICROPHONE (MDX)	RP315
34	SCREW	19A705937P106
37	DIODE, MDX	19A700082P1
3	SCREW, CONTROL PANEL, 10PK	19A702362P306/10
37	MPA CAPACITOR, VCO	19A703902P4
38	WASHER, COVER, FOR MDX RADIO	19J706880P3
39	NUT, UCD, M-PA	19A149546P1
40	SCREW	19A705701P6/10

40		MPA, ADHESIVE PAD	19B802000P1
44		PAD	19B234763P27
50		MPA, CLIP, GROOM	19B235901P1
56		BOARD, PRINTED CIRCUIT, CONTROLLER, FOR MPA RADIO	PACTID-7
64		COVER, LCD LENS DISPLAY	19D438679P1
65		SPRING, ANTENNA	19B235071P1
139		MODULE, VCO Y4 MPA	19C852149G1
64		SCREW, FOR MDX BOARD DISPLAY, 10/PKG	19A702364P105/10

EXHIBIT 3

CHANGE ORDER REQUEST

("COR")



DENVER
THE MILE HIGH CITY

Technology Services

201 W Colfax Ave, Department 301
Denver, CO 80202
p: 720-913-4801
f: 720-913-5237
www.denvergov.org/technology_services

November 19, 2009

VIA FACSIMILE

Stephanie Condron
Transaction Specialist
Sprint Nextel
2001 Edmund Halley Drive
Reston, VA 20191

Re: City and County of Denver, CO ("Incumbent")
DL8910427791
Request for Exercise of Frequency Reconfiguration Agreement
Change Order Provision

Dear Ms. Condron:

To effectuate the relocation of the frequency or frequencies licensed to the Incumbent pursuant to the Frequency Reconfiguration Agreement dated August 5, 2008, as amended, (the "FRA"), this letter serves as the official request ("Change Notice") for the exercise of the FRA change order ("Change Order") provision, as required by the FRA.

This Change Notice is for additional services and modification of contract terms.

Specifically, Incumbent requests the following modification to the FRA:

A. Denver International Airport (DIA) Additional Radios

DIA has discovered 15 additional radios that were not included in the original inventory and included in the FRA. Incumbent is requesting, on behalf of DIA, that these radios be replaced with P7170 model radios. A listing of the additional radios (with serial numbers) is attached hereto. (See attached spreadsheet under tab "DIA Additional Radios").

B. DIA Accessories

Incumbent is further requesting, on behalf of DIA, that the "old" accessories for the radios not previously inventoried be exchanged for "new" accessories for the replacement radios as more fully detailed in the attached spreadsheet under tab "DIA Accessories".



C. Denver Equipment

Incumbent has discovered additional radios that were not included in the original inventory and included in the FRA. Specifically, these additional radios consist of 14 Ranger S-550 Radios, 1 Ranger S-700 Radio and 7 Ranger Desk Top Radios. Incumbent is requesting that the S-550 Radios be exchanged for M7100 Scan Radios, the S-700 radio be exchanged for a M7100 Scan Radio and the Ranger Desk Top Radios be exchanged for new Desk Top Station with M7100 SYS Radios with the features more fully described in the attached spreadsheet under tab "Denver Equipment". Incumbent is willing to accept the M7100 Scan Radios notwithstanding that the M7100 Scan Radios are a lower grade than the Ranger S-550 and S-700 Radios. In addition, Incumbent is also requesting the accessories (Vehicular Chargers and Bank Chargers) for the replacement radios as more fully detailed in the aforesaid spreadsheet.

D. City Personnel (Incumbent Internal Costs).

Incumbent is requesting a modification to Schedule C to provide for the payment to Incumbent of an additional \$191,598.26 in internal costs prior to the Reconciliation Date. Pursuant to the existing terms of Schedule C, Incumbent has received \$453,418.00 of internal costs to date. Total Incumbent costs per Schedule C, as amended, is \$809,577.00. The additional payment of \$191,598.26 would increase the aggregate pay-out amount to \$645,016.26 or 72.4% of the total amended Incumbent internal cost estimate. Attached are Incumbent's time records supporting the internal costs of \$645,016.26 incurred to date.

E. DIA Repair Parts

Under tab "DIA Repair Parts" to the attached spreadsheet is a list of equipment that DIA routinely inventoried and stock-piled to maintain DIA's replaced (old) radios that were subsequently exchanged for replacement (new) radios pursuant to the FRA. Incumbent is requesting a cash-out, on behalf of DIA, in the amount of \$91,080.76, for the DIA Repair Parts listed, to allow DIA to purchase and stock-pile new parts for the maintenance of the replacement (new) radios DIA has received pursuant to the FRA. This was done with Incumbent (although not a cash-out scenario) where Sprint Nextel exchanged old parts held in stock for new parts to be held in stock to maintain the replacement radios.

Based upon the foregoing, it is respectfully submitted that Sprint Nextel analyze the information provided herein and contact our counsel at the information provided below to discuss how we can proceed to an amendment of the FRA.

Jeffrey W. Rubin, Esq.
Alan S. Tilles, Esq.

Shulman Rogers Gandal Pordy & Ecker, P.A.

11921 Rockville Pike
3rd Floor
Rockville, MD
20852

(301) 230-5200

atilles@srpge.com
j Rubin@srpge.com

Sincerely,

City and County of Denver, CO


Signature

Molly E. Rauzi
Name

Chief Administrative Officer
Title

cc: Alan S. Tilles, Esq., Shulman Rogers Gandal Pordy & Ecker, P.A.,
Jeffrey W. Rubin, Esq., Shulman Rogers Gandal Pordy & Ecker, P.A.,
Heather P. Brown, Esq., Sprint Nextel
William Jenkins, Sprint Nextel
Jack Gill, Sprint Nextel
William Hamilton, Sprint Nextel
Gary Pasiecznyk, Technology Services, City and County of Denver, CO
Molly Rauzi, City and County of Denver, CO

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Summary:

Total:	TS & EEB (2008)	\$21,013.66	Total Overtime:	\$189,547.96
Total:	TS & EEB (2009)	\$ 480,773.47	Total Reg Time:	\$480,773.47
	DIA	\$96,379.12		
	FIRE	\$40,637.75		
	DPD	\$909.90		
	ATTY	\$2,410.08		
	Public Works	\$2,892.28		
	Frequency Repair			
	Total:	<u>\$645,016.26</u>		
	Nextel Check:	\$ 453,418.00		
	Amount to over:	\$ (191,598.26)		