Control Number: 30238

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Docket Nos. 30238 and 30240
WORKFORCE AND SUPPLIER DIVERSITY FORM
WORKFORCE DIVERSITY
tw telecom of texas, llc

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Occupational Categories	NUMBER OF TEXAS FULL-TIME EMPLOYEES FOR REPORTING YEAR												
	Combined Total	Company Totals		Caucasian		African American		Hispanic		Asian		American Indian	
		Male	Female	Male	Female	Male	Female	Male	Female	Male	Female	Male	Female
Officials and Managers	49	45	4	42	4	1	0	2	0	0	0	0	0
Professionals	61	43	18	34	12	2	3	6	2	1	1	0	0
Technicians	54	50	4	40	2	5	2	5	0	0	0	0	0
Sales Workers	80	51	29	41	24	4	2	5	2	1	0	0	1
Office and Clerical	30	3	27	1	19	0	3	2	4	0	0	0	1
Craft Workers (Skilled)	0	0	0										
Operatives (Semi-skilled)	0	0	0										
Laborers (Unskilled)	0	0	0										
Service Workers	0	0	0										
Previous Year Totals	270	194	76	162	57	11	9	20	8	1	1	0	1
This Year Totals	274	192	82	158	61	12	10	20	8	2	1	0	2

NOTE: Double-click on embedded Excel chart to open. Click on a cell or use arrow keys to select an occupational category and ethnic group to update workforce diversity numbers. Do not enter information in Combined Total and Company Totals columns or the This Year Totals row as these will update automatically. Cells left blank will be counted as zero. Click anywhere outside of chart to exit.

Revised June 2004

945

WORKFORCE AND SUPPLIER DIVERSITY FORM
HUB/SMALL BUSINESS PROCUREMENT AS A PERCENTAGE OF TOTAL COMPANY PROCUREMENT

Actual % = [Total HUB(1) procurement + Total Small Business(2) procurement]/Total Company procurement	**Actual % for Previous FY**	**Actual % for Current FY**	**Percentage Change**
Construction Contracts (3)			%
Commodities Contracts (4)			%
Other Services (5)			%
Professional Services Contracts (6)			%
Major Equipment (7)			%
Other (8)			%

(1) **HUB** -- Pursuant to Texas Government Code § 481.191(4), HUB means: (A) a corporation formed for the purpose of making a profit in which at least 51 percent of all classes of the shares of stock or other equitable securities is owned by one or more persons who are members of certain groups, including black Americans, Hispanic Americans, women, Asian Pacific Americans, and American Indians; (B) a sole proprietorship formed for the purpose of making a profit that is 100 percent owned, operated, and controlled by a person described by Paragraph (A) of this subdivision; (C) a partnership formed for the purpose of making a profit in which 51 percent of the assets and interest in the partnership is owned by one or more persons described by Paragraph (A) of this subdivision. Those persons must have proportionate interest and demonstrate active participation in the control, operation, and management of the partnership's affairs; or (D) a joint venture in which each entity in the joint venture is a historically underutilized business under this subdivision.

(2) **Small Business** -- Pursuant to Texas Government Code § 481.191(6), Small Business means a corporation, partnership, sole proprietorship, or other legal entity that: (A) is domiciled in this state; (B) is formed to make a profit; (C) is independently owned and operated; and (D) employs fewer than 100 full-time employees.

(3) **Construction** -- Construction done by general contractors and special trade contractors which includes new work, additions, alterations, reconstruction, installations, repairs, remodeling, renovating, and repair of office buildings. Heavy construction other than buildings such as pipelines, communication and power lines, sewer and water mains, asphalt and concrete construction of roads, trenching, cable laying, conduit construction, land clearing and leveling.

(4 **Commodities** -- All materials, goods or tangibles purchased to conduct business, not including fuel or purchased power contracts and major equipment purchases and rentals.

(5) **Others Services** -- All specialty work, special circumstances that required contract labor, special consultants or other non-defined services. Examples include audio/visual, staffing services, landscaping, forestry, tree trimming, art and decorative services, janitorial, travel/lodging, automotive repair, and photography.

(6) **Professional Services** -- Contracted professional services which include legal, consulting, health, engineering, accounting, advertising/marketing, architectural, real estate, computer services, research and analysis, education/training, insurance, surveying services, weather services, environmental, financial, etc.

(7) **Major Equipment** -- Includes all major equipment purchases and rentals including but not limited to transmission and distribution equipment, power plant equipment, substation equipment, heavy construction equipment, fleet requirements, etc.

(8) **Other** -- Any commodity or service not covered by the above categories.

SMALL & DIVERSE BUSINESS SUBCONTRACTING PLAN
tw telecom holdings inc.
COMMERCIAL PLAN –FY 2010

Identification Data:

Company Name: tw telecom holdings inc. ("***tw telecom***")
Address: 10475 Park Meadows Drive, Littleton, Colorado 80124
Date Prepared: January 4, 2010
Item/Service: Telecommunications Services

1. TYPE OF PLAN:

tw telecom is submitting this Commercial Plan as defined in FAR clause 52.219-9(b), Small Business Subcontracting Plan.

2. GOALS:

In 2010 ***tw telecom*** is launching a multi-year initiative to identify new diverse sources of supply; bolster and expand the company's ongoing outreach efforts; expand the company's training and education (particularly regarding FAR requirements); and modify its processes to more seamlessly identify and award business to diverse suppliers. ***tw telecom*** is also expanding the accountability for establishing local goals, outreach efforts, and the identification of new diverse suppliers beyond its key corporate employees to personnel in its Field Offices who also make purchasing decisions. The company has been in the process of strengthening its supplier diversity policy, outreach efforts, data accuracy, and ability to produce, track, and review credible vendor spend data since establishing its own separate Small Business Subcontracting Plan following the sale of Time Warner Inc's controlling interest in the company.

The majority of ***tw telecom***'s product spend occurs directly with original equipment manufacturers of hardware and software. Many of these original equipment manufacturers (OEM) from whom ***tw telecom*** purchases goods have active Small Business Subcontracting Plans (Tier 2 Supplier Diversity Spend). That Tier 2 spend is substantial but has not been captured in the planned subcontracting values stated below. ***tw telecom*** is working with these OEM vendors (Tier 2 providers) to drive additional business to small and diverse sources and while the current spend with small and diverse businesses resulting from ***tw telecom's*** purchases from Tier 2 providers are not currently being reported under this Commercial Plan, ***tw telecom*** anticipates providing that data in the future. ***tw telecom***'s direct small and diverse business subcontracting goals are as follows:

A. Estimated dollar value of all planned subcontracting, i.e., to all types of business concerns is:

ESTIMATED DOLLAR VALUE OF ALL PLANNED SUBCONTRACTING	
$413,000,000	100%

3

Note: The estimated dollar value of all planned subcontracting stated above *does not* include ***tw telecom*** Payroll, Taxing Authorities, Interconnection (Telecom Carriers), Financial Institutions, Utilities, Insurance, Legal, Real Estate, and similar expenditures.

B. Estimated dollar value and percentage of total planned subcontracting to large business concerns (all business concerns classified as other then small).

SUBCONTRACTING TO LARGE BUSINESS CONCERNS	
$332,465,000	80.5%

C. Estimated dollar value and percentage of total planned subcontracting to small and diverse business concerns (including Small, Small Disadvantaged, Small Women-Owned Business, HUB Zone Small, Veteran-Owned Small, and Service-Disabled Veteran-Owned Small) is:

SUBCONTRACTING TO SMALL BUSINESS & DIVERSE CONCERNS **	
$80,535,000	19.5%

**Note: Included in the above numbers are other Minority Owned (i.e. Hispanic, African, Asian, Native American), and 8a business concerns.

D. Estimated dollar value and percentage of total planned subcontracting to small disadvantaged business concerns is:

SUBCONTRACTING TO SMALL DISADVANTAGED BUSINESS CONCERNS	
$861,000	.2%

E. Estimated dollar value and percentage of total planned subcontracting to women-owned small business concerns is:

SUBCONTRACTING WOMEN-OWNED SMALL BUSINESS CONCERNS	
$13,605,000	3.3%

F. Estimated dollar value and percentage of total planned subcontracting to HUB Zone small business concerns is:

SUBCONTRACTING TO HUBZONE SMALL BUSINESS CONCERNS	
$3,220,000	.8%

G. Estimated dollar value and percentage of total planned subcontracting to veteran-owned small business concerns is:

SUBCONTRACTING TO VETERAN-OWNED SMALL BUSINESS CONCERNS	
$1,950,000	.5%

H. Estimated dollar value and percentage of total planned subcontracting to service-disabled veteran-owned small business concerns is:

SUBCONTRACTING TO SERVICE-DISABLED VETERAN-OWNED SMALL BUSINESS CONCERNS	
$755,700	.2%

I. Products and/or services with anticipated subcontract efforts, and the types of businesses historically supplying them, are: (Check all that apply).

BUSINESS CATEGORY OR SIZE							
PRODUCT / SERVICE	LARGE	SMALL BUSINESS	SDB	WOB	HUB-ZONE	VO	SDVO SMALL
Equip/Software	√	√	√	√		√	√
Construction	√	√	√	√		√	√
Engineering	√	√		√	√	√	√
Survey/Locate	√	√					
Installation	√	√	√	√		√	√
Tech Service	√	√	√	√	√	√	√
General Svc	√	√	√	√	√	√	√

- Construction includes: general, outside, and inside plant construction and excavation.
- Engineering includes: engineering and drawings.
- Survey/Locate: right-of-way field surveys, legal descriptions of easements, permit

applications, utility locating.

- Installation includes: equipment installation, inside wiring, underground and aerial fiber, coaxial/copper cabling, splicing, cross-connects.

- Tech Services includes: equipment maintenance, HVAC installation and maintenance, generator maintenance, lightning protection systems, battery back up and UPS system maintenance and repair.

- General Service includes: building maintenance, cleaning services, electrical work, fire and burglar alarm installation, monitoring, inspection and maintenance, phone systems, moving services, signage, etc.

J. The methods that ***tw telecom*** has used, and is using, to develop its government contract subcontracting goals for small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small, and women-owned small business concerns include:

  - Identifying the type of business concern each of ***tw telecom***'s current vendors presently represents and loading/updating that information to the appropriate financial data table in ***tw telecom***'s AP system;

  - Verifying ***tw telecom***'s prior fiscal year spend with each category of business concern and establishing/maintaining a list of the vendors in each category;

  - Working to close any gap between ***tw telecom***'s prior fiscal year spend and the current fiscal year's percentage of spend goal for each type of business concern and the percentage of spend goal established by the GSA for the stated fiscal year;

  - Where a gap develops between ***tw telecom***'s prior fiscal year spend and ***tw telecom's*** current fiscal year spend goal, ***tw telecom*** will work to identify the appropriate means and methods to drive business to the diverse supplier business subcategory where the gap exists including:

    - Indentifying opportunities and methods to drive more spend to ***tw telecom's*** existing suppliers in the small business subcategory where the gap exits;

    - Identifying new sources of supply through local, national and regional vendor outreach efforts (via ***tw telecom*** research, business opportunity workshops, minority business enterprise seminars, online diverse supplier databases, trade fairs, etc.)

  - Where gaps *do not* exist between ***tw telecom***'s prior fiscal year spend and ***tw telecom***'s current fiscal year spend goal, ***tw telecom*** continues to identify new sources of supply, bidding opportunities, awards, and appropriate embedded diverse supplier development to help meet and/or

exceed ***tw telecom***'s goals for the given type of business concern;

K. ***tw telecom***'s subcontracting requirements are established by the overall business needs of the company and, as applicable, the specific requirements of each project. Typically, these goods and services needs cannot reasonably be fulfilled internally. As an example, ***tw telecom*** subcontracts for goods and services that: i) are not within ***tw telecom***'s core mission to produce but are required for ***tw telecom*** to provide services; ii) are variable and/or unpredictable in nature making it imprudent to hire and later layoff personnel who would perform such functions; iii) are from vendors who have specialized knowledge or expertise not resident within ***tw telecom***; or iv) are goods and services that can be obtained more efficiently and/or at a prices not otherwise achievable within ***tw telecom***. ***tw telecom*** will to continue to extend subcontracting and new business opportunities to small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small, and small women-owned business concerns based upon ***tw telecom***'s ongoing business needs.

L ***tw telecom*** determines the capability of small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small, and women-owned small business concerns based upon the vendor's ability to meet ***tw telecom***'s specified requirements and overall business needs including the appropriate balance of price, timeliness, quality, technical suitability, economic diversity, and other valid business considerations.

M. ***tw telecom*** utilizes several source lists in determining which vendors to use including (but not limited to): ***tw telecom***'s internal database of minority, veteran-owned, women owned and embedded (existing) small business subcontractors, direct solicitations from Small business vendors, local chambers of commerce, business opportunity fairs and workshops, minority business enterprise seminars, trade fairs, SBA database of small businesses, DOE database of minority institutions, state databases of registered minority businesses, the North American Industry Classification System (NAICS) database, and the Women Business Enterprise National Council list.

N. Indirect and overhead costs ☐ HAVE BEEN or ☑ HAVE NOT BEEN included in the dollar and percentage subcontracting goals stated above. (Check one.)

3. PROGRAM ADMINISTRATOR:

The following is the name, title, address, phone number, position within ***tw telecom***'s corporate structure and the duties of the program administrator:

Name: Denika Dwyer
Title: Lead Contract Agent, Small & Diverse Business Subcontracting
Address: 10475 Park Meadows Drive
Littleton, Colorado 80124
Telephone: (303) 566-1532

Duties: The Program Administrator's general overall responsibility for ***tw telecom***'s subcontracting program performance includes, but is not limited to the following activities:

A. Developing and promoting company/division policy statements that demonstrate the company's/division's support for awarding contracts and subcontracts to small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small and women-owned small business concerns.

B. Developing and maintaining bidders' lists of small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small and women-owned small business concerns from all possible sources.

C. Making reasonable efforts to include small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small and women-owned small business concerns on the bidders' list for subcontract solicitations for products and services they are capable of providing.

D. Assisting in the design of subcontract procurement "packages" to permit participation of small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small, and women-owned small business concerns.

E. Documenting ***tw telecom's*** reasons for not selecting low bids submitted by small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small and women-owned small business concerns related to a government contract.

F. Overseeing the establishment and maintenance of contract and subcontract award records.

G. Attending or arranging for the attendance of company employees at Business Opportunity Workshops, Minority Business Enterprise Seminars, Trade Fairs, etc.

H. Directly or indirectly counseling small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small, and women-owned small business concerns on subcontracting opportunities

I. When known to ***tw telecom,*** providing adequate notice to subcontractors concerning penalties for misrepresentations of business status as small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small, or women-owned small business for the purpose of obtaining a subcontract that is to be included as part or all of a goal contained in the contractor's government subcontracting plan.

J. Conducting or arranging training for purchasing personnel regarding the intent and impact of Public Law 95-907 on purchasing procedures.

K. Monitoring the company's performance and suggesting adjustments necessary to achieve the subcontract plan goals.

L. Preparing reports annually and upon request that ***tw telecom*** Public Sector Sales department will submit on a timely basis.

M. Assisting ***tw telecom*** Public Sector Sales department in coordinating the company's

activities during compliance reviews by Federal agencies.

4. EQUITABLE OPPORTUNITY

tw telecom will make the following efforts to assure that small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small, and women-owned small business concerns will have an equitable opportunity to compete for government subcontracts. These efforts may include, but are not limited to the following activities:

A. Outreach efforts to obtain sources (Check all that apply):

__√__Contacting minority and small business trade associations

__√__Contacting business development organizations

__√__Requesting sources from the Central Contractor Registration, Dynamic Small Business Search (DSB).

__√__Attending small, minority, and women-owned business procurement conferences and trade fairs.

B. Internal efforts to guide and encourage purchasing personnel (Check all that apply):

__√__Presenting workshops, seminars and training programs

__√__Establishing, maintaining and using small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, and women-owned small business source lists, guides and other data for soliciting subcontracts

__√__Monitoring activities to evaluate compliance with the subcontracting plan

C. Additional efforts as they occur.

5. CLAUSE INCLUSION AND FLOWDOWN

tw telecom will include the clause in FAR 52.219-8, "Utilization of Small Business Concerns," in all government subcontracts that offer further subcontracting opportunities.

tw telecom will use reasonable efforts to insist that all government subcontractors, except small business concerns, that receive government subcontracts in excess of $550,000 ($1,000,000 for construction of any public facility with further subcontracting possibilities) adopt a plan that complies with the requirements of FAR 52.219-9, "Small Business Subcontracting Plan."

tw telecom* holdings inc**. has reviewed clause FAR 52.219-9(d)(9). The acceptability of percentage goals for small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, and women-owned small business concerns will be determined on a case-by-case basis depending on the supplies and services involved, the availability of potential small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small and women-owned small business subcontractors and prior experience. Once the plan is negotiated, approved, and implemented, ***tw telecom understands that it will be monitored through the submission of

periodic reports, including Summary Subcontracting Reports through the eSRS website.

tw telecom understands that in accordance with policy letters published by the Office of Federal Procurement Policy, procedures for the review, approval and monitoring for compliance with this subcontracting plan must be described.

6. REPORTING AND COOPERATION

tw telecom will (1) cooperate in studies or surveys as may be required; (2) submit periodic reports which show compliance with the subcontracting plan; (3) submit Summary Subcontracting Reports through the eSRS website; and (4) ensure that subcontractors agree to submit Individual Subcontracting Reports and Summary Subcontracting Reports through the eSRS website.

7. RECORDKEEPING

tw telecom is working toward documentation standards that will allow it to maintain records reasonably demonstrating the procedures adopted to comply with the requirements and goals in the subcontracting plan including:

A. Small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small and women-owned small business concern source lists, guides, and other data identifying such vendors.

B. Organizations contacted for small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small and women-owned business small sources.

C. For government contracts, records on subcontract solicitations over $100,000 which indicate for each solicitation:

C1. Whether small business concerns were solicited, and if not, why not.

C2. Whether HUB Zone small business concerns were solicited, and if not, why not.

C3. Whether small disadvantaged business concerns were solicited, and if not, why not.

C4. Whether veteran-owned small business concerns were solicited, and if not, why not.

C5. Whether service-disabled veteran-owned small business concerns were solicited, and if not, why not.

C6. Whether women-owned small business concerns were solicited, and if not, why not.

C7. If applicable, the reason(s) that solicited small business concerns did not receive the subcontract award.

D. Records to support other outreach efforts, e.g., contacts with minority and small business trade associations, attendance at small, HUB Zone small, minority, veteran-owned, service-disabled veteran-owned, minority-owned and women-owned business procurement conference and trade fairs.

E. Records to support internal activities to (1) guide and encourage purchasing personnel, e.g., workshops, seminars, training programs, incentive awards; and (2) monitor activities to evaluate compliance.

8. TIMELY PAYMENTS TO SUBCONTRACTORS

tw telecom has established and uses procedures to ensure the timely payment of amounts due pursuant to the terms of subcontracts with small, HUB Zone small, small disadvantaged, veteran-owned small, service-disabled veteran-owned small, minority-owned small, and women-owned small business concerns.

9. GOOD FAITH EFFORT

tw telecom will make a good faith effort to comply with this subcontracting plan.

The offeror has been advised and understands that this subcontracting plan will be made a material part of the contract and that the submission of the Subcontracting Reports through the eSRS website will be made a line item deliverable in the contract.

10. SIGNATURES REQUIRED

This subcontracting plan was submitted by:
Signature:

Typed Name:

Title: Executive VP and CFO Date:

This subcontracting plan was accepted by:
Signature:

Typed Name:

Title: Contracting Officer Date:

This subcontracting plan was reviewed by:
Signature:

Typed Name:

Title: Small Business Technical Advisor Date:

This subcontracting plan was reviewed by:
Signature:

Typed Name:

Title: SBA PCR Date:

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