

Order Form # 002 - May 2016

Subject to Master Subscription Agreement between GuideSpark and Company

1.1 COMPANY INFORMATION
MSA EFFECTIVE DATE: 3/30/2016

 Company Name:
Williamson County

 Company Address:
405 Martin Luther King St. #1
Georgetown, TX 78626

1.2 SUBSCRIPTION PRODUCT INFORMATION
PERMITTED USERS: 1001 - 2500

PRODUCT*	QUANTITY	PRODUCT LINE	START DATE	END DATE	CURRENT TERM PRICE	NET ANNUAL PRICE
Sexual Harassment	1	Lite	8/26/2016	3/30/2018	\$2,395.16	\$1,425.00

1.3 ONE-TIME FEE INFORMATION

PRODUCT	QUANTITY	LIST PRICE	NET PRICE
Standard Price - LMS Adapter	1	\$1,750	\$1,750.00

1.4 TOTALS

ONE-TIME FEE TOTAL	1,750.00
ANNUAL SUBSCRIPTION FEE	1,425.00
TOTAL CONTRACT VALUE	4,025.40

1.5 SUBSCRIPTION TERM INFORMATION

Term: The initial term for Subscription Products is the period of time defined by the subscription start and end dates contained in this Order Form and will automatically renew thereafter, at GuideSpark's then-current rates, for two (2) year successive terms (renewal terms) after the initial term unless either party provides written notice to the other party of an intent to terminate the Agreement prior to the evergreen period set forth herein, in which event that termination will be effective upon the expiration of the then-current term.

Evergreen (90) days prior to the commencement of a renewal term.

Additional Terms:

1. In accordance with the Master Subscription Agreement between GuideSpark and Williamson County executed on March 30, 2016.

Per Section 1.4:

- First year (prorated): **\$850.40 Sexual Harassment** + \$1,750 LMS Adapter (one time)
- Second year: \$1,425 Sexual Harassment
- Combination of these two amounts is \$4025.40, referenced in the Section 1.4 as Total Contract Value

This Quote is valid until the last calendar day of the month in the Subscription Start Date listed above.

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1.6 INVOICING INFORMATION

Payment Terms	Net 30
Payment Frequency	Annually
Currency	USD

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Reviews, Video Run Time, Development and Annual Maintenance. The number of Company Reviews and the length of Video Run Time will be limited based on the Software Service’s Subscription Category, as set forth below. The Software Service will include Development Time during the initial Subscription Term, and Annual Maintenance during both the initial and renewal Subscription Terms, each capped at hourly limits based on the Software Service’s Subscription Category. In the event that Company requires Development Time or Annual Maintenance that exceeds the limits of its Subscription Category (“Additional Work”), GuideSpark shall notify Company that the Additional Work is necessary, and will provide Company with notice before charging Company for that Additional Work. Company shall be invoiced at GuideSpark’s then-current hourly rate for each hour of Additional Work performed by GuideSpark. GuideSpark’s current hourly rate for Additional Work is \$150 per hour. GuideSpark may update its rates from time-to-time. GuideSpark’s limits on Edits, Reviews, Video Run Time, Development Time and Annual Maintenance are set forth in the table below.

A La Carte Videos	Lite Customization
Development	
Basic Identity	Logo, colors, fonts
Style	Default Professional or Casual
Sound	<ul style="list-style-type: none"> • Choose Male or Female • Default music track or none
Outline/Script	<ul style="list-style-type: none"> • Outline available for D titles or on request • No script
Reviews	<ul style="list-style-type: none"> • 1 review cycle • D Titles - 1 additional outline review
Edits	30% of chapters per review cycle
CAP on Development Time	
Group A	10 hours
Group B	15 hours
Group C & D	20 hours
CAP on Video Run Time	
Groups A & B	6 minutes
Group C & D	8 minutes
Short-Form Systems Navigation Modules	2 minutes
CAP on Annual Maintenance	
Group A	5 hours
Group B	8 hours
Group C & D	12 hours
Open Enrollment	20 hours

This Quote is valid until the last calendar day of the month in the Subscription Start Date listed above.

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Williamson County

405 Martin Luther King St. #1
Georgetown, TX 78626

GUIDESPARK, INC.

1400A Seaport Blvd. Suite 500
Redwood City, CA 94063

Signature

Print Name

Title

Date

Email

Primary User Contact

Primary User Email

Bill To Contact

Bill To Email

PO Number (if required)

Signature

Christopher J. Krook

Print Name

Chief Financial Officer

Title

Date

ckrook@guidespark.com

Email

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GuideSpark, Inc. Master Subscription Agreement (rev. 9-2016)