

**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 CountyCompany 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**

<b>ONE-TIME FEE TOTAL</b>	1,750.00
<b>ANNUAL SUBSCRIPTION FEE</b>	1,425.00
<b>TOTAL CONTRACT VALUE</b>	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 Harrassment** + \$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.

**CONFIDENTIAL**

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

**1.6 INVOICING INFORMATION**

<b>Payment Terms</b>	Net 30
<b>Payment Frequency</b>	Annually
<b>Currency</b>	USD

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

**CONFIDENTIAL**

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

**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.

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

**CONFIDENTIAL**

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

**Williamson County**

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

**GUIDESPARK, INC.**

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

LT  
LT

  
Signature

Dan A. Gattis  
Print Name

County Judge  
Title

09-23-2016  
Date

Email

Primary User Contact

Primary User Email

Bill To Contact

Bill To Email

PO Number (if required)

Christopher J. Krook  
Signature

Christopher J. Krook

Print Name

Chief Financial Officer

Title

Sep 15, 2016  
Date

Date

ckrook@guidespark.com

Email

Kyle  
Legal Team (Sep 15, 2016)

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

**CONFIDENTIAL**

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