

SERVICE PURCHASE CONTRACT

ISSUING OFFICE		CONTRACTOR'S NAME & ADDRESS	SHOW THIS CONTRACT INQUIRY NUMBER ON INVOICE	
Pennsylvania State System of Higher Education Office of the Chancellor Dixon University Center 2986 North Second Street Harrisburg, PA 17110 Issuing Officer: Linda Venneri Phone: 717-720-4135 Fax: 717-720-4111 E-mail: lvenneri@passhe.edu Reference Number:		Vendor: 1074913 D2L LTD 715 ST. PAUL STREET BALTIMORE, MD 21202 Cory Gaber Phone: 519-772-0325 x3424 Fax: 519-772-0324 E-mail: Cory.Gaber@D2L.com	SP 4700003087-A1 PROVIDE SERVICE AND BILL TO: PASSHE Office of the Chancellor Dixon University Center 2986 North Second Street Harrisburg, PA 17110 Pymt terms: Net 30 Days	
		Contractor's Federal Id or Soc. Sec. No 26-1163681		
Effective Date: 07/01/2020	Expiration Date: 06/30/2024	Contractor's License or Registration No.	CONTRACT NOT TO EXCEED \$ 22,000,000.00	
SPECIFIED		QUANTITY	UNIT PRICE	TOTAL PRICE

LEARNING MANAGEMENT SYSTEM

BRIGHTSPACE BY D2L

AMENDMENT #1 TO ORIGINAL SP #4700003087

This Amendment provides for an upgrade to the most current version of D2L referred to as "Core with Performance Plus", and includes enhancements for Analytics, ePortfolio, Integrations, Cloud Services, and Help Desk Services that are not available on the current platform.

This Amendment extends the term of the contract by two years with a revised Expiration Date of June 30, 2024, and provides a new pricing structure as described in greater detail in Attachment #1, Amended Pricing Structure effective July 1, 2020. The total Contract Not To Exceed amount does not change.

Upon execution of this Amendment, a revised release Purchase Order shall be issued to the Contractor effective July 1, 2020.

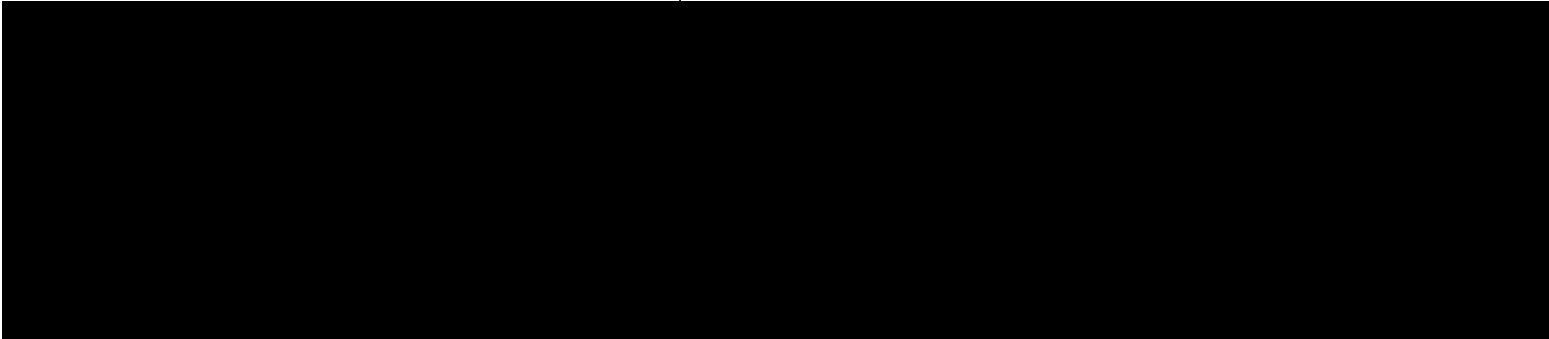
All other terms and conditions of the original contract not changed herein remain in full force and effect.

		TOTAL ▶	\$ 22,000,000.00
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In compliance with the contract terms, conditions and specifications, the undersigned, on behalf of the Contractor, which intends to be legally bound hereby, offers and agrees to provide the specified services at the price(s) set forth above at the time(s) and point(s) specified. In addition to this document, the following contract terms, conditions and specifications are a part of the contract:

- 1. Amended Pricing Structure (1 Page)
- 2. Original Contract #4700003987 (169 Pages)

COMMONWEALTH SIGNATURE	CONTRACTOR'S SIGNATURE (IN INK)
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SERVICE PURCHASE CONTRACT

SP 4700003087

SPECIFIED	QUANTITY	UNIT PRICE	TOTAL PRICE
<p>This Contract is not a guarantee that the State System will request the Contractor to provide the services. Universities will issue individual purchase orders for the services. Purchase orders will incorporate the terms and conditions as set forth in this Contract, and shall be for an initial five year commitment.</p> <p>The amount shown on this Contract is a Not To Exceed cost and there is no guarantee that the full value of the contract will be utilized.</p> <p>The Contractor will provide e-learning software solutions and professional services for the implementation and support of the software solutions to the State System universities per the pricing structure outlined in Attachment #5, Contract Pricing. All terms and conditions of this Contract shall apply to all university purchase orders.</p> <p>This procurement was competitively bid via RFP #2016-ASA-LAV-01.</p>			
		TOTAL ▶	\$ 22,000,000.00

SP #4700003087-A1
AMENDED RENEWAL PRICING

Description	Price
Software Year 4 (07/01/20 - 06/30/21)	\$ 1,448,360.28
Software Year 5 (07/01/21 - 06/30/22)	\$ 1,448,360.28
Software Year 6 (07/01/22 - 06/30/23)	See Tiered Schedule
Software Year 7 (07/01/23 - 06/30/24)	See Tiered Schedule
TAM Year 4 (07/01/20 - 06/30/21)	\$ 45,000.00
TAM Year 5 (07/01/21 - 06/30/22)	\$ 45,000.00
TAM Year 6 (07/01/22 - 06/30/23)	\$ 45,900.00
TAM Year 7 (07/01/23 - 06/30/24)	\$ 46,818.00

Tiered Schedule Years 6 and 7		
FTE	Per User	Total Fee
94,999	\$ 16.41	\$ 1,558,933.59
90,000	\$ 16.41	\$ 1,476,900.00
85,000	\$ 16.41	\$ 1,394,850.00
84,999	\$ 16.41	\$ 1,394,840.64
80,000	\$ 16.83	\$ 1,346,000.00
77,500	\$ 17.03	\$ 1,320,018.75
75,863	\$ 17.17	\$ 1,302,444.13
75,000	\$ 17.24	\$ 1,293,000.00

Tiered Schedule Formula
Per User Fee Formula $16.41 + (((85000 - \text{Current FTE}) / 10000) * .83)$
Total Fee Formula $(16.41 + (((85000 - \text{Current FTE}) / 10000) * .83)) * \text{Current FTE}$