

Your 2013-2014 SchoolWorld E-Rate Renewal:

To: KIM POLLOCK
WARREN COUNTY SD
589 HOSPITAL DRIVE
SUITE A
WARREN, PA 16365-4885

January 08, 2013

Dear Kim:

In response to your filed FCC Form 470, we are excited to offer **SchoolWorld** services for your renewal consideration. As you know, great school websites can directly impact student performance by keeping parents informed and involved -- resulting in quicker intervention and fewer students slipping through the cracks. Our intuitively designed solution ensures educators can quickly publish timely information that keeps their communities informed and connected:

- **District and School Information:** news, announcements, menus, events calendar, athletic scores
- **Classroom Content:** test dates, homework assignments, calendars, resources, photos, blogs
- **Shared Community Resources:** private/public documents, group calendars and pages

Please note that SchoolWorld and Edline are now Blackboard Engage solutions. We offer the same products our customers know and love, used by thousands of schools across the globe and recognized as robust, K12 web hosting solutions with a proven track record of success, scalability and security.

We are confident that you'll find **SchoolWorld** services to be the best and most cost-efficient* option available. Thank you for your consideration. Should you have any questions, please feel free to contact us.

Sincerely,

E-Rate Client Support
Blackboard Engage (formerly Edline)
800.554.2991
erate@edline.com

**SchoolWorld web hosting service is 75% eligible for E-Rate funding. Not all web hosting services, products and features are eligible for E-Rate funding - including some SchoolWorld features. For a complete listing please refer to the FY2013 Eligible Services List found at www.usac.org/sl. Ineligible services are paid for separately.*

SchoolWorld Web Hosting Proposal Summary

Customer: WARREN COUNTY SD

Cost of Service:

Total Cost of SchoolWorld Web Hosting Service \$6,297.48

Total Cost of E-Rate Eligible Web Hosting Service ^[1] \$4,723.11

E-Rate Discount % (Our estimate based on last year) ^[2] 71 %

Net Cost of Web Hosting Services ^[3] \$2,944.07

Start Date: July 1, 2013

Term of Service: One year with two voluntary one-year extensions

If you select Blackboard's SchoolWorld solution, please note that E-Rate program rules require that this contract be executed by you before you file a completed FCC Form 471 with USAC. Please email or fax an executed contract to Blackboard Engage for our records.

Description of Internet Access Services for SLD Funding Year 2013

Applicant's Entity Number: 125548	Applicant's Name: WARREN COUNTY SD
Contract Number: 714,933	Service Provider: Edline SPIN 143030117 FCCRN 0011861283

SchoolWorld Services

Service	Start Date	Non-recurring One-time Cost	FY 2013 Cost
Website hosting eligible portion (75%)	July 1, 2013	\$0.00	\$4,723.11
Ineligible Web Hosting portion (25%)	July 1, 2013	\$0.00	\$1,574.37

Detailed Service Description

A cost allocation of 75% eligibility is on file with USAC.

Eligible portion

Storage, access, website administration tools for the creation and maintenance of websites as well features that facilitate real-time interactive communication.

Ineligible portion

Features of learning/education management systems.

¹ Based upon 75% E-Rate eligibility on file with USAC.

² Your Year 16 discount may be different. This amount is an estimate based on our understanding of your Year 15 discount.

³ Calculated as the 25% ineligible component plus the estimated nondiscounted portion (29.00%).

E-Rate Web Hosting Agreement

Web Hosting Services

In consideration for the fees, terms and conditions set forth below, Edline, LLC d/b/a Blackboard Engage ("Edline") (SPIN 143030117, FCCRN 0011861283) shall provide website hosting services to WARREN COUNTY SD (the "Customer") pursuant to this E-Rate Web Hosting Agreement and the Privacy Policy and Terms of Use posted at www.edline.net as well as the Terms and Conditions posted at www.edline.com/services/overview/tc, which are incorporated herein by reference (collectively, the "Contract"). Customer acknowledges that Customer is responsible for creating and providing all website content.

Term of Service

The initial term of service shall be one year, starting July 1, 2013, with two voluntary one-year extensions (each one-year period shall be consider a "Term"). The parties agree that unless either party provides written (letter, facsimile) notice of its intent not to extend the Contract for an additional year within 30 days of the end of the then applicable Term to the authorized representative signatory on page 3 at P.O. Box 06290, Chicago IL 60606, the Contract will be extended for an additional Term, provided that this Contract may not be extended beyond three years from the Service Start Date. For purposes of this Contract, and Customer's Form 471 to be submitted to USAC, the Service Start Date will be July 1, 2013, the Service End Date will be June 30, 2014, and the Contract Expiration Date will be June 30, 2014.

Cost of Service

The SchoolWorld Web Hosting Service is 75% eligible for E-Rate funding, before calculation of the non-discounted portion. For the Assumed Site Count (defined below), the cost for the intial term of the eligible services that were requested by Customer on its Form 470 or its RFP is **\$6,297.48**.

Service Limitations

Pricing for Customer is based on the sites listed on Exhibit A (the "Assumed Site Count"). Prior to any voluntary extension Term, pricing may be adjusted on a pro-rata basis to the extent Customer's actual enrollment at the time of the extension varies from the Assumed Site Count. Customer may only add service to an additional school not included in this Contract if Customer pays Edline separately, outside of E-Rate, for service to the school. Alternatively, if Customer indicated the possibility of an additional school in its Form 470, then service to that school and a commensurate increase in pricing can be included during a voluntary extension Term. If the additional school was not included in the Form 470, then Customer must file a new Form 470 for that school in order to allow for service to the new school under the E-Rate program.

SLD Approval

The parties agree that if Customer's Description of Services Requested and Certification Form (Form 470) was posted by the initial 2013-2014 Form 470 filing deadline, Customer will pay the ineligible and non-discounted portions of this Contract should the Schools and Libraries Division (SLD) of the Universal Service Administrative Company (USAC) deny funding for the web hosting solutions provided pursuant to this Contract. Should funding be denied, Customer agrees to exhaust all of its administrative remedies through the appeals process, otherwise Customer shall be responsible for the entire Cost of Service.

The parties agree that if Customer's Description of Services Requested and Certification Form (Form 470) was not posted by the initial 2013-2014 Form 470 filing deadline, that Customer will pay the entire Cost of Service should the Schools and Libraries Division (SLD) of the Universal Service Administrative Company (USAC) deny funding for the web hosting solutions provided pursuant to this Contract.

Terms and Conditions

Edline agrees to provide Customer with web hosting services pursuant to the terms and conditions contained in this Contract.

Service shall begin on the Service Start Date.

Customer waives its rights to pursue indirect or consequential damages in any claim arising out of the provision of services or other solutions by Edline to Customer. The parties agree that under no circumstances shall any liability for direct or indirect damages exceed the dollar amount paid by one party to the other.

E-Rate Web Hosting Agreement

Terms and Conditions (continued)

Customer agrees that all Edline solutions are purchased "as is" and that Edline makes no express or implied warranties regarding the purchased solutions, including implied warranties of merchantability or fitness for a particular purpose.

Customer agrees, represents and warrants that it has complied with, and will comply with, all laws, all applicable state and local procurement requirements, and all FCC rules and regulations pertaining to the E-Rate program. **Customer represents and warrants that Customer has completed a fair and open competitive bidding process and waited at least 28 days after posting its Form 470 on USAC's website before selecting Edline and executing this Contract. Customer agrees to sign this Contract before submitting its Form 471 to USAC for Web Hosting services.**

Customer agrees that unilateral termination by Customer prior to the end of any Term will result in breach for the current Term of this Contract. Damages for a change or cancellation of this Contract by Customer shall be equal to the total annual cost of service as set forth in this Contract, which will be due and payable within 30 (thirty) days of said breach.

This Contract supersedes any other representations, proposals, offers, responses and contracts that may exist between the parties, whether verbal or written, and may only be altered by subsequent written instrument executed by both parties, explicitly referencing this provision.

Billing Method (Please indicate your billing preference)

☐ Form 474 Discounted bill, or ☐ Form 472 BEAR (Un-discounted bill and reimbursement)

Primary Technical Contact (Please complete)

Customer's primary technical contact is: _____

Service shall be delivered via email to: _____@_____

Customer acknowledges that Edline was awarded this Contract pursuant to its FCC Form 470 Application for Funding Year 2013 for web hosting services. Edline and Customer agree to the provision of solutions as set forth herein:

Customer:

WARREN COUNTY SD (BEN 125548)

Edline, LLC d/b/a Blackboard Engage (SPIN 143030117)

Authorized Representative, Title

Authorized Representative, Title

Signature

Signature

Date

Date

This contract must be signed by Customer before Customer files a completed FCC Form 471 with USAC to be valid under E-Rate Program rule requirements.

Blackboard Engage must receive a copy of this entire executed Contract (pages 1-3 & Exhibit A) via fax or email to provide service.

E-Rate Web Hosting Agreement

Exhibit A: Sites Receiving Service

Site Name

ALLEGHENY VALLEY EL SCH

ALLEGHENY VALLEY EL SCH

BEATY-WARREN MS

BEATY-WARREN MS

EISENHOWER MS/HS

EISENHOWER MS/HS

Learning Enrichment Center

Learning Enrichment Center

RUSSELL EL SCH

RUSSELL EL SCH

SHEFFIELD ELEMENTARY SCHOOL

SHEFFIELD ELEMENTARY SCHOOL

SHEFFIELD MS/HS

SHEFFIELD MS/HS

SOUTH STREET EL SCH

SOUTH STREET EL SCH

SUGAR GROVE EL SCH

SUGAR GROVE EL SCH

Warren Area Elementary Center

Warren Area Elementary Center

WARREN AREA HS

WARREN AREA HS

Warren County Career Center

Warren County Career Center

WARREN COUNTY SD

YOUNGSVILLE EL/MS

YOUNGSVILLE EL/MS

YOUNGSVILLE MS/HS

YOUNGSVILLE MS/HS

Please Note: This section is to assist you in filing your Form 471. This page does not need to be returned to Blackboard Engage.

Sample Item 21 Description of Internet Access Services

Contract Number: 714,933
 Applicant's Entity Number: 125548
 Applicant's Name: WARREN COUNTY SD
 Service Provider: Edline, LLC d/b/a Blackboard Engage: SPIN 143030117, FCCRN 0011861283
 Form 471 Application Number: _____ (To be completed by customer)
 Funding Request Number: _____ (To be completed by customer)
 Attachment Number: _____ (To be completed by customer)

SchoolWorld Services

Service	Start Date	Non-recurring One-time Cost	Recurring FY 2013
Website hosting eligible portion (75%)	July 1, 2013	\$0.00	\$4,723.11
Ineligible Web Hosting portion (25%)	July 1, 2013	\$0.00	\$1,574.37

A cost allocation of 75% eligibility is on file with USAC. The annual cost of service is \$6,297.48.

Detailed Service Description

Eligible portion

Storage, access, website administration tools for the creation and maintenance of websites as well features that facilitate real-time interactive communication.

Ineligible portion

Features of learning/education management systems.

Notes Regarding Online and Manual Filing of the Item 21 Attachment

To facilitate E-rate review and approval, Blackboard Engage encourages applicants to use the online Item 21 Attachment system that is a part of the online Form 471 process. Information for submitting the online Item 21 Attachment can be obtained at <http://www.usac.org/sl/applicants/step04/item-21.aspx>.

Alternatively, a copy of this page can be used as a manually-filed Item 21 Attachment. If filed manually, provide the Form 471 Application Number, Funding Request Number and Attachment Number that is a part of the FCC Form 471 filing.