

October 29, 2013

Yousef Anwad Deputy Superintendent, Operations **Tucson Unified School District 1** 1010 East Tenth Street Tucson, AZ 85719

Dear Yousef:

Follett Software Company is pleased to present the enclosed Proposal to provide your district with the **Destiny® Resource Management Solution™**, a centralized educational resource management system.

Please note:

- The costs included are based on Mohave Educational Services Cooperative, Inc. . contract #09K-FOLL-0923 pricing. Your district is responsible for adhering to the Mohave process when submitting payment for products and services provided by Follett Software Company.
- For all purchases using Follett Software Company's contract with Mohave Educational Services Cooperative, the following should be listed in the body of the Purchase Order:
 - The Mohave contract number
 - The date of your original contract (Agreement) with Follett Software Company 0
 - Grouped by site, an itemized list of all products and services being 0 purchased—or provide the original quote and/or Amendment generated by Follett Software Company

Destiny[®] Resource Management Solution Suite

The Destiny resource management suite from Follett Software Company provides solutions essential for schools and districts that want to be at the forefront of creating productive, active learning environments-ensuring access to the right resources for students while enabling the best management of digital and physical content, and assets.

Destiny is a complete web-based platform that helps schools and districts know where all of their important educational resources are, from library books and textbooks to eBooks and mobile devices. We provide tools uniquely suited for the K-12 market, helping districts track and manage everything they buy. As new digital learning tools and teaching styles emerge, Follett solutions can help ensure accessibility and accountability for all resources, empowering digital learning to directly impact student success.



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www.FollettSoftware.com

Destiny can help districts make sure every student in every school has the right tools in the right place at the right time to learn the way that fits them best – supporting teachers and librarians in their efforts to create motivated, enthusiastic and successful learners.

Districts choose Destiny to help their students, librarians, teachers and administrators to discover and connect with the changing digital world, and learn better ways to become effective educators and leaders:

DISCOVER...

- Digital and print content you already own, and uncover content gaps.
- Tools that make educators more effective.
- New ways to engage students using technology.

CONNECT...

- Content and resources to academic standards.
- Users to information through seamless access to an integrated solution suite.
- Students' needs with technology and processes relevant to the way each student learns.

LEARN...

- Ways to support active learning outside the classroom.
- How to get more out of your investment in educational technology and content.

Destiny Asset Manager[™]

Find, Keep and Effectively Use Key Assets in Your District

Destiny Asset Manager is the solution for schools or districts who want to make sure assets are accessible to the people who need them most with the best possible budget outcomes. The advanced inventory tracking capabilities in Destiny Asset Manager are uniquely suited for K-12 schools, helping monitor resources from digital learning devices to tablets to laptops, cameras, equipment and more. By enabling districts to track funding sources and prepare appropriate reports, Destiny Asset Manager provides the protection and reinforcement districts need to demonstrate responsible use of resources for audits or media inquiries. If the asset is in your district or school, Destiny Asset Manager can track it and use the reporting functionality to match it to the funding sources used to purchase it.

Destiny Asset Manager empowers district and school staff and administrators to discover, connect and learn:

DISCOVER...

- An easier way to track and manage K-12 assets and expensive student and staff devices down to the classroom and individual level.
- How to successfully manage your district's 1-to-1 initiatives.
- The importance of device management as you move from print to digital.

CONNECT...

- Accountability for assets to specific individuals.
- With a proven system designed for K-12 school processes.
- Administrators with a district-wide, dashboard view of assets.

LEARN...

- Location, condition and availability of every asset.
- How to improve order accuracy and reduce over-ordering.
- How flexible, on-demand reporting helps you meet federal, state and local requirements or audits.

Supporting a Student-Focused Digital Learning Environment

At Follett Software Company, we partner with you as we navigate the digital world in which students are already immersed. Destiny solutions integrate the technology, data and resources to help your schools efficiently and cost-effectively track, manage and connect with quality educational materials, ensuring accessibility and accountability.

Thank you for the opportunity to present Destiny as the solution to help empower digital learning and contribute to the success of your district.

Sincerely,

Kristine Paul Sales Consultant - Technology Phone: 800-323-3397 Ext. 7912 Fax: 815-578-5112 kpaul@Follett.com

Solution Overview

Follett Software Company's Destiny Resource Management Solution will be specifically tailored with applicable components, among which are implementation services, data services, customized services, Digital Content Solutions, peripherals, additional training services and/or post-implementation services.

Software

Destiny solutions provide the benefits of a browser-based system to manage resources centrally.

Destiny Asset Manager™: Destiny Asset Manager helps districts track and manage key resources—from tablets to laptops to cameras, instruments, equipment and more—that provide a motivating learning experience for today's students. If the asset is in your school, you can track it, and use Destiny's easy report functionality to match it to the funding sources used to purchase it.

Implementation Services

Core to your Destiny Resource Management Solution is a suite of services to ensure a successful implementation:

Project Management

Follett will provide project management services in accordance with industry standard techniques. The Follett Project Manager is your district's central point of contact during the implementation of the Destiny Resource Management Solution, to guide and oversee the entire implementation.

Your Project Manager focuses on the following objectives:

- Facilitation of all project planning activities
- Creation of a Project Plan that is developed and agreed to in writing by both you and Follett
- Coordination of all internal resources to ensure that timelines and deadlines are met
- Successful completion of the project and written customer Acknowledgement of Delivery of the Destiny Resource Management Solution

The Project Plan includes the following key activities:

Project Planning Questionnaires: At the beginning of your project, your Project Manager will provide questionnaires to be filled out by your district staff. You will be requested to fill out a questionnaire for each Destiny product, a questionnaire concerning your servers and network, and a questionnaire concerning your Student Information System. It is important to complete these and return them to your Project Manager prior to the Project Planning Meeting in order to have the most efficient and productive meeting, and for Follett to provide the guidance and recommendations appropriate for your district.

Project Planning Meeting: This meeting will review responses from the Project Planning Questionnaires and address any questions or concerns. The expected outcome of this meeting is to develop the implementation, installation and training plan and to ensure that proper expectations are set regarding project responsibilities and schedule. For Asset Manager, Media Manager and Textbook Manager, implementations consisting of 25 or more school locations have the option for the Project Planning Meeting to be held on site.

Centralized System Integration

Follett will ensure that the Destiny Resource Management Solution is optimally integrated into your district's technology infrastructure during the project implementation. The service includes:

- Installation and integration of the software components of the Destiny Resource Management Solution into your configured application and database servers
- Data load (of data processed by Follett)
- Configuration of all Destiny Resource Management servers to support the solution

Technology Training: During the Centralized System Integration, the Follett Implementation Specialist will deliver in-depth technical training for your district technology staff. This training will be conducted after the solution has been integrated into your infrastructure. Topics include the technical architecture of Destiny, backup/ restore, performance monitoring and tuning, patron updates, desktop rollout, etc. For the most optimal learning experience, we recommend no more than twelve (12) participants.

For Library Manager implementations, and Asset Manager, Media Manager and Textbook Manager implementations consisting of 25 or more school locations, you have the option for the Centralized System Integration and Technology Training to be held on site.

Training Services

Asset Manager - District Essentials Webinar

This instructor-led, web-based training focuses on teaching district staff the essential districtlevel capabilities of Asset Manager. (Maximum: 12 participants). Attendees who participate in this training will be authorized to contact Follett's toll-free technical support hotline for help.

Understanding Roles and Assigning Permissions

Ideally scheduled prior to the District Essentials webinar, the Roles and Permissions webinar offers an explanation of user hierarchy as well as access levels and permissions. (Maximum: 12 participants).

Asset Manager - Site Essentials On-Site Training – 1 Day

This 1-day on-site instructor-led training session will focus on teaching school staff the essential school-level capabilities of Destiny Asset Manager. Customers may have up to a maximum of twenty (20) participants per session. Attendees who participate in this training will be authorized to contact Follett's toll-free technical support hotline for help.

Additional Training Services

Destiny Training

Additional training content can be purchased and delivered at the time of implementation or later. Additional training sessions will provide each librarian, textbook coordinator or asset manager in your district with complementary skills to maximize use of your Destiny Resource Management Solution. The format is hands-on, with the number of attendees per session based on the options selected.

On-Demand eLearning

On-Demand eLearning offers access to our extensive online library of training modules. This training will allow Destiny users to maximize use of the Destiny Resource Management Solution by providing access to training whenever and wherever needed. Access to our On-Demand eLearning is included in the cost for Year 1; ongoing access is enabled by subscribing to "Annual Licensing and Maintenance" for subsequent years.

Data Services

Follett understands that accurate and reliable data is critical to the success of education in your district. Our extensive experience in the industry has proven that a successful Destiny Resource Management Solution implementation requires services focused on ensuring the quality and integrity of the data. We recommend that you consider the following optional services to enhance the quality of your mission-critical data.

Destiny Asset Manager Data Services

Destiny Custom Data Manipulation

In addition, we also offer customized services to manipulate your data based upon your desired specifications.

Asset Manager Data Conversion

If you have maintained your asset information in another system, this service will convert the data for use in Destiny Asset Manager. Follett has extensive experience converting data from other vendor automation systems, and can also convert data from "in-house" systems such as district-developed electronic databases and spreadsheets.

Destiny Custom Reporting Service

Destiny contains extensive reporting capabilities designed to meet the needs of K-12 school districts. For more unique reporting requirements—district, state and federal reports that must conform to advanced specifications—our Destiny Custom Reporting Service puts the expertise of Follett's Database Specialists at your command, transforming your library, textbook and asset data into strategic decision-making information.

Peripherals

The Right Tools to Create and Support Your Digital Learning Environment

Enrich the connection between students, teachers, curriculum and the world beyond the classroom with the latest technology support tools. From interactive whiteboards, student response systems and advanced inventory and tracking capabilities, trust Follett to partner with quality vendors who provide the best available hardware tools designed to support your Follett solution.

Follett Wireless Scanner 7100

The Follett Wireless Scanner 7100 is an 802.11b/g wireless scanner designed to keep resources within easy reach allowing users to access customized Destiny screens from the palm of their hand. This wireless scanner gives users the ability to perform real-time circulation, inventory and transfers from anywhere, anytime. Users receive the benefits of high-performance bar-code scanning with the freedom and flexibility of wireless access. The device also comes equipped with Follett's offline utility to ensure users gain all the benefits of the device, even if their wireless network is unavailable.

Follett Corded Scanner 5100 with Hands-Free Stand

The Follett Corded Scanner 5100 is a fast and accurate high-performance barcode scanner used to facilitate the checkin/checkout process and make circulation and inventory management fast and easy. The adjustable-mount Hands-Free Stand allows the user to simply pass barcodes below the beam for automatic reading. This scanner is also compatible with Circulation Plus/Catalog Plus, InfoCentre, Spectrum and Athena. The 5100 comes with a 5-year manufacturer's warranty.

Follett Cordless Scanner 6102 Scanner

The Follett Cordless Scanner 6102 is the perfect scanner for your circulation stations and for conducting inventories. The cordless device frees up desk and counter space, and allows for extended mobility of up to 33 feet from the base. It has a superior read range of up to 24 inches, a battery life of 57,000 scans per full charge, and a fast scan rate of 270 scans per second. This device is compatible with Destiny, as well as Circulation Plus/Catalog Plus, InfoCentre, Spectrum and Athena. The Follett Cordless Scanner 6102 comes with a 3-year limited manufacturer's warranty. A full-coverage Extended Maintenance Agreement is also available.

Follett Infigo™ Thermal Receipt Printer

The Follett Infigo thermal receipt printer offers a plug-and-play setup—it ships with an internal power supply, USB and power cables, complete mounting kits and a paper roll. The Infigo is the fastest receipt printer we've offered, printing 22 receipts per minute. This printer comes with a 3-year limited warranty, and is compatible with Destiny Library Manager, Destiny Textbook Manager, and InfoCentre 3.2.

Extended Maintenance Agreement

Follett's personalized Extended Maintenance Agreements (EMAs) are available on scanners and hardware devices when purchased from Follett Software Company. These renewable Agreements are economical and provide protection against costly repairs if your unit experiences operational problems after the initial limited warranty period. Unlike standard warranty extensions, Follett EMAs cover every original component, including cables and batteries. A Follett EMA also entitles the customer to a free loaner device if repairs take longer than expected.

Follett 3600 Interactive Whiteboards

The Follett 3600 Interactive Whiteboard powered by PolyVision using eno[™] technology is the first three-in-one interactive whiteboard solution—dry erase marker, magnetic and multimedia—giving teachers a flexible, versatile tool that keeps pace with the demands of today's students. It delivers true, interactive performance, engaging students with high-tech multimedia, multisensory, multidimensional lessons. The Follett 3600 features a Forever Warranty on the dry erase surface.

Follett 4200 Student Response System Suite

The Follett 4200 Student Response System featuring Quizdom technology is part of a complete interactive classroom solution, designed to engage and motivate students while giving the teacher the tools to monitor and record student progress.

Qwizdom's award-winning technology engages everyone in the classroom, student and teacher alike. Students become inspired, engaged and motivated while using Qwizdom's software, data collection tools and RF handheld remote system.

Follett 2500 RFID System (RFID)

The Follett 2500 RFID System is designed to enable Destiny Library Manager to utilize RFID technology for easier circulation (including self-checkout), faster inventory, and greater book security. This system is based on very straight forward barcode emulation logic so that once a book RFID tag is read it behaves in the same manner as a barcode within Destiny. In this way, any existing processes or reports remain unaffected.

The hardware devices are simple "plug & play" installation and can be easily used by anyone. The system consists of these 5 major components:

- RFID High Frequency Tags
- RFID Encoder with Barcode Scanner
- RFID Read with Antenna Pad
- RFID Cordless Inventory "Blade" scanner
- RFID Security Gates

Post Implementation Support Services

District Technical Support

District Technical Support is included with your Destiny Service Agreement, and features the following services:

- Software updates during the year
- Toll-free telephone technical support for designated Customer contacts
- 24/7 customer Web Portal, with searchable online knowledge base
- Unlimited E-mail support
- On-Demand eLearnings

Proposal (under the Mohave Educational Services Cooperative, Inc. contract #09K-FOLL-0923) Tucson Unified School District 1 Quote # 359377-4 Customer # 0249147 October 29, 2013

These prices are valid until December 17, 2013, after which they are subject to change by Follett Software Company.

Destiny Resource Management Solution Summary	
List Price	\$483,806.01
Less Discount Credit	(\$191,794.51)
Customer Price	\$292,011.50
Estimated Shipping and Handling	\$568.80
Final Price	\$292,580.30
Software License	
 PN 222 Asset Manager 10+sites Promotion: Acknowledgement of Delivery must be received by Follett Software Company on or before December 17, 2013. Destiny Asset Manager™ for ninety (90) location(s) Online documentation and Help Note: Asset Manager is designed specifically as a tool for District/School asset (non text or library) management. 	
Implementation Services	
 Project Management: includes a central point of contact during the implementation of the Destiny Resource Management Solution, and an on-site Planning Meeting. 	
Centralized System Integration: includes on-site installation and configuration of Desting Desting Desting and initial data lead	
 Destiny Resource Management software and initial data load. Technology Training: consists of on-site Destiny Resource Management technology training. For the most optimal learning experience, we recommend no more than twelve (12) participants. 	
 <u>Asset Manager - District Essentials Webinar:</u> This instructor-led, web-based training focuses on teaching district staff the essential district-level capabilities of Asset Manager. (Maximum: 12 participants). 	
 <u>Understanding Roles and Assigning Permissions</u>: Ideally scheduled prior to the District Essentials webinar, the Roles and Permissions webinar offers an explanation of user hierarchy as well as access levels and permissions. (Maximum: 12 participants). 	
 Asset Manager - Site Essentials On-Site Training – 1 Day: This 1-day on-site instructor-led training session will focus on teaching school staff the essential school-level capabilities of Destiny Asset Manager. Customers may have up to a maximum of twenty (20) participants per session. Attendees who participate in this training will be authorized to contact Follett's toll-free technical support hotline for help. 	

Barcodes	
 One hundred thousand (100,000) Asset Polythermal Labels (color sheet) 	
Peripherals	
* Note that the Extended Maintenance Agreements must be purchased at the time of original hardware purchase	
 Ninety (90) Follett Wireless Scanner 7100[™] (s) (includes manufacturers 1 year warranty) 	
Additional Training	
 Destiny Asset Manager On-Site Training – additional four (4) consecutive day(s) 	

Annual Licensing and Maintenance Costs After Year One*	
(starts in Year Two)	
Software License	
 Destiny Asset Manager for ninety (90) location(s) Online Documentation and Help Note: Asset Manager is designed specifically as a tool for District/School asset (non text or library) management 	
 District Technical Support includes: 	
• Toll-free telephone technical support for designated Customer contacts	
 24/7 customer Web Portal, with searchable online knowledge base 	
o Unlimited E-mail support	
o On-Demand eLearnings	
• Product updates	
Total Annual Licensing and Maintenance Costs:	\$39,197.70

*You must have paid or pay for all prior years' Annual Licensing and Maintenance Costs and renew maintenance for all sites and Management Systems at the same time in order to receive maintenance and updates.