

PROPOSAL FOR PRE-K 4 SA

Customer Proposal and Order Form



Pre-K 4 SA
1235 Enrique M. Barrera Parkway San Antonio, TX 78237
Dr. Sarah Baray
CEO

June 23rd, 2020

Dear Sarah,

Thank you for our discussions about your needs to manage, measure, and improve professional learning at your organization. KickUp, Inc. ("KickUp") has been a leader for school districts and professional learning organizations in utilizing data to improve the effectiveness of professional learning. We would be honored to engage with you and your team to power your professional learning.

This Client Proposal and Order Form (this "Proposal and Order Form") outlines the scope of a partnership between Pre-K 4 SA and KickUp with a measured rollout throughout the school year to ensure high-quality implementation.

Solution Summary

Contract Summary	Contract Length (Years)	3
	Contract Start Date	9/1/2020
	Contract End Date	8/31/2023
	Number of Teachers	2,000
	Platform Modules	Professional Growth Tier 1 Professional Learning Tier 2

Pricing Summary

KickUp charges its customers an **Annual Software Fee** for access to KickUp's software platform to manage and assess their professional development programs. The Annual Software Fee is determined based on the scope of software used and the number of teachers (full-time equivalent) the organization works with.

KickUp offers two primary software **pathways** for its customers: **Professional Growth** and **Professional Learning**. For each pathway, customers pay the Annual Software Fee at the beginning of each 12-month period during the Initial Term and, if applicable, each Renewal Term. For each platform pathway, a customer may instead purchase a **Tier 1**, or Monitor, module, which is a more limited scope of functionality from **Tier 2**, or the full software capabilities for each pathway. Unless otherwise specified, customers who purchase a pathway will receive the corresponding full software applications, or Tier 2.

In addition to the Annual Software Fees, for all new customer relationships, KickUp charges a standard **Implementation Fee** to enable a successful and collaborative launch process. Any ongoing service or implementation requirements that exceed KickUp's standard services will generate an applicable **Customization Fee**.

Please refer to KickUp's [Overview of Software and Services](#) for more details.

Based on the expressed needs from previous discussions, KickUp's pricing for Pre-K 4 SA is as follows:

Summary List Price			Year 1	Year 2	Year 3
	Professional Growth				
	<i>Annual Software Fee</i>	<i>Tier 1</i>	\$ 38,842	\$ 38,842	\$ 38,842
	<i>Implementation Fee</i>		\$ 7,500		
	Total		\$ 46,342	\$ 38,842	\$ 38,842
	Professional Learning				
	<i>Annual Software Fee</i>		\$ 45,977	\$ 45,977	\$ 45,977
	<i>Implementation Fee</i>		\$ 7,000		
	Total		\$ 52,977	\$ 45,977	\$ 45,977
	Customization Fees				
	<i>Historical Record Event Transfer</i>	<i>\$4,500</i>	\$ 4,500	\$ -	\$ -
	Total		\$ 4,500	\$ -	\$ -
Total Annual Price (List Price)			\$ 103,819	\$ 84,819	\$ 84,819

To reward customers for a commitment to an extended engagement, adoption of the comprehensive software platform, and key relationship benefits, KickUp offers **partnership investment** price adjustments for its customers.

The following are the partnership investments that determine the net price to be paid by Pre-K 4 SA:

Summary Net Price			Year 1	Year 2	Year 3
	Total Annual List Price		\$ 103,819	\$ 84,819	\$ 84,819
	Partnership Investments				
	<i>Multi-Year Contract</i>		\$ (10,245)	\$ (10,245)	\$ (10,245)
	<i>Bundle</i>		\$ (18,692)	\$ (18,692)	\$ (18,692)
	<i>Key Relationship</i>		\$ (14,753)	\$ (14,753)	\$ (14,753)
	Total		\$ (43,690)	\$ (43,690)	\$ (43,690)
Total Annual Price (Net Price)			\$ 60,129	\$ 41,129	\$ 41,129

Invoice Schedule Summary

Invoice #	Invoice Date	Due Date	Amount
1	September 1, 2020	September 30, 2020	\$60,129
2	August 1, 2021	September 1, 2021	\$41,129
3	August 1, 2022	September 1, 2022	\$41,129

Billing Contact, Title - _____

Address - _____

Phone - _____

Purchase Order # (if applicable) - _____

General Provisions

No services will be provided to Pre-K 4 SA prior to KickUp's receipt from Pre-K 4 SA of a Purchase Order (PO), a signed copy of this Proposal and Order Form, and payment of the initial year of Annual Software Fees, the Implementation Fees, and Customization Fees (if any).

This Proposal and Order Form is subject in all respects to the terms and conditions contained in the KickUp SaaS Services Agreement (the "SaaS Agreement"). By signing in the space provided below, Pre-K 4 SA hereby acknowledges that it has read and understands, and hereby accepts and agrees to be legally bound by, the terms and conditions contained in each of:

- the [[SaaS Agreement](#)]
- the [[Overview of Software and Services](#)]
- the [[KickUp Privacy Policy](#)]

The prices and provisions listed in this Proposal and Order Form will be valid through July 23rd, 2020.

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On behalf of the KickUp team, we would like to thank you for the opportunity to work with you.

We are committed to doing all we can to help support you and your team as your organization uses KickUp to help transform the way in which teachers grow and students improve from professional learning. Please know that you can contact us any time to discuss how we can enhance your KickUp experience.

Jeremy Rogoff
Chief Executive Officer, Co-Founder
KickUp, Inc.

Date _____

Dr. Sarah Baray
CEO
Pre-K 4 SA

Date _____