
CUSTOMER ORDER FORM NUMBER 7

This Order Form Number 7 is hereby incorporated into the Master License and Service Agreement dated: August 16th 2005 between County of San Bernardino ("Customer") and SumTotal Systems LLC ("SumTotal" or "Company"). SumTotal will provide Customer with the following solution pursuant to the General Terms and Conditions of the Agreement, which are incorporated herein by reference. In the event of a conflict between this Order Form and the Agreement, this Order Form shall govern.

Sales Person: Ofer Parizer	Order Date: 7/8/2014
Customer Name: County of San Bernardino	Purchase Order: 150404

Primary Contact Information		Billing Information (if different than Primary Contact Information)
Name: Summer Adams		Name: County of San Bernardino Human Services Accounts Payable
Title: Chief Learning Officer Performance, Education and Resource Center		Title: :
Address: 295 E. Caroline Street, Suite C San Bernardino, CA 92415-0050		Address: 150 S. Lena Rd. San Bernardino, CA 92415-0050
Phone: (909) 420-6402		Phone: : (909) 388-0278
Fax:		Fax: :
Email:		Email: :

Business Terms

Invoicing Terms: Company will invoice Customer upon execution of this Agreement the Maintenance Fees, for the first applicable Payment Period as stated below. Customer will pay SumTotal as set forth in the Agreement. All fees listed herein, unless explicitly stated otherwise, are denominated in United States currency (\$ or USD).

Legal Terms: Notwithstanding any language to the contrary in the Agreement, the parties hereby agree that Customer may only terminate this Agreement without cause effective upon the expiration of the then current Maintenance Services Term.

License Configuration	
Modification to Current License Configuration:	<input checked="" type="checkbox"/> Renewal of Maintenance Services and/or Hosting Services for Existing Users
A.(1) <u>Software Components:</u>	SumTotal consisting of the following components: <input checked="" type="checkbox"/> Enterprise Learning - Pathlore <input checked="" type="checkbox"/> Learning Management System (LMS)
A.(2) Number of Named Users for the Software Modules:	17,000
Learning Management (LMS)	Pathlore LMS Enterprise v.6.8

B. Existing Users and Software License Fees for Additional Users:						
SKU #	Software Module(s)	Number of Existing Users	Additional Users added via this Order Form	Total Users now held under Agreement	Price per Additional User	License Fees for Additional Users
6441	Learning Management (LMS)	17,000	0	17,000	NA	NA
6548	Pathlore Phone Self Service W1,102,020	17,000	0	17,000	NA	NA
	Total Software License Fees for Additional Users:					NA

C. <u>Maintenance Services:</u>		
Type of Maintenance Services:	Standard	
Current Maintenance Term:	9/1/2013 – 8/31/2014	
Additional Maintenance Term for Existing Users	9/1/2014 – 8/31/2017	
Fees for Maintenance Services will be paid in Payment Periods, as stated below:		
Payment Periods for Maintenance Services	Dates	Maintenance Fees
Payment Period One	9/1/2014 – 8/31/2015	\$74,536.11
Payment Period Two	9/1/2015 – 8/31/2016	\$75,654.15
Payment Period Three	9/1/2016 – 8/31/2017	\$76,788.96
Total Maintenance Service Fee for Maintenance Term		\$226,979.22

This Agreement is only valid if fully executed by both parties on or before August 31, 2014. If executed thereafter, this Agreement is null and void.

COUNTY OF SAN BERNANDINO

SUMTOTAL SYSTEMS LLC

By: _____
Authorized Signature

By: _____
Authorized Signature

Printed Name

Printed Name

Title

Title

Date

Date

PURCHASE ORDER No. 150404



Check here if a PO is required

***Please Note:** Unless Customer provides a purchase order # and affirmatively states such Purchase Order # is required by checking the box above, Customer hereby confirms that the Customer does not require a PO number for payment of the relevant invoice.

Signature Page, Order Form Number 7 between SumTotal and County of San Bernardino