

MASTER SERVICES AGREEMENT

between

TEXAS EDUCATION AGENCY

and

SKYWARD, INC.

November 28, 2012

EXHIBIT A-8

LEA SUPPORT

STATEMENT OF WORK

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1 General LEA Support

This Statement of Work (SOW) documents the Services to be provided to the LEAs by the Vendor and sets forth the mutual understanding of the Parties regarding the roles, deliverables, and responsibilities of the Vendor, under the Master Services Agreement (the Agreement) entered into by the Parties as of the Effective Date.

The scope of LEA Support is as follows:

- Vendor Support Locations
- Informal Dispute Resolution
- Field Services by participating ESCs
- Field Services by Vendor
- Participating ESC Training
- Participating ESC Certification
- Threshold-Defined Support

1.1 Glossary – General Terms

A glossary of definitions and explanations that apply to this Exhibit A-2 are provided in a separate document titled Exhibit A-1 – Definitions.

1.2 Statement of Work Change Control

Any change or modification to LEA Support will be performed through the Change Control Procedures in Section 1.9 of the Agreement. If new or additional Vendor Services are required, such services may be provided pursuant to Section 1.3 of the Agreement and will be provided pursuant to the Terms and Conditions set forth herein and will then become part of the Vendor Services. Any other changes or modifications to the Vendor Services may be performed pursuant to the Change Control procedures in Section 1.9 of the Agreement and would be provided pursuant to mutually agreed-on Terms and Conditions. To the extent any such changes or modifications have not been agreed through the Change Control procedures, the Vendor shall have no obligation to perform such modified services

2 General Responsibilities

The Vendor will create an infrastructure for participating ESC support at a minimum of six (6) Education Service Centers (participating ESCs). It is expected that the six (6) participating ESCs can support the initial needs of the state contract, but the state contract will allow for more ESC participation without additional cost to the state or LEAs. The minimum number of participating ESCs supporting the state contract must never fall below four (4) for more than six (6) contiguous months. TEA and Skyward will work together to maintain six (6) Support ESCs.

2.1 Vendor Responsibilities

2.1.1 Account Management

- Provide one (1) resource as a primary point of contact to the participating ESC. This contact will, in most cases, be the Project Manager (PM) assigned to the participating ESC. They will:
 - Work closely with LEA and the PM to define requirements for ongoing support, communicate status of the Environment, and escalate Problems or issues as necessary
 - Manage billing, invoicing, change order management, office/administrative support, staff management, account overall management, performance metrics, and other account management activities

2.1.2 Service Management Process

- Participate in joint planning to integrate LEA and the Vendor current and future plans that will directly affect support of LEAs
- Provide electronic notice concerning all upgrades and scheduled maintenance of the Vendor-hosted solution to all participating ESCs and LEAs.

2.1.3 Compliance

- Adhere to site access security and site policies
- Adhere to security and regulatory agreements as set forth in the Agreement

2.2 Participating ESC Responsibilities

2.2.1 Account Management

- Provide a list of primary and backup contacts for ongoing interaction with the Vendor AE and provide updates to the list as appropriate
- Provide and maintain lists of:
 - Authorized request, problem, or change submitters
 - Change approvers for the services performed by the Vendor
- Provide and maintain a written current escalation contact list for exception conditions
- Install solution in parallel with Vendor trainers for the initial three (3) installations of LEAs

- Make management decisions and provide information, authorizations, approvals, and acceptances on a timely basis so that the Vendor can deliver services properly, efficiently, and within time constraints
- Provide local contacts at each LEA in-scope location to assist the Vendor in the execution of tasks that require an on-site presence. LEA on-site contacts must be available during usual business hours; emergency contact information must be provided for contacting individuals for emergency escalation purposes.
- Provide the Vendor with LEA's observed holidays for all Local Education Agencies (LEAs) hosted by the Vendor

2.2.2 Service Management Process

- Respond to Tier 1 support calls for all designated LEAs as defined. Tier 1 support is defined as calls of a "how-to" nature, such as:
 - Best practice scenarios
 - PEIMS support as necessary to support Vendor software
 - General software troubleshooting
 - Basic error handling
 - Set up for adding new campuses
 - Set up / maintenance of the Skybuild import / export utility
- Forward Tier 2 support calls to Vendor for resolution by Vendor. The Vendor will send the resolution back to the participating ESC for communication to the LEA call originator. Tier 2 support is defined as more difficult calls after Tier 1 solutions have been exhausted, such as:
 - Defects where the software is not working as intended
 - PEIMS reporting and product support
 - Database errors not already identified
 - Basic error handling
 - Data conversion assistance when mass data fixes / corrections are not working
 - Configuration consulting
 - Data import issues

2.2.3 Compliance

- Assist the Vendor in understanding LEA security and regulatory policies, including training, as available and appropriate

2.2.4 Additional Training to LEAs

- Responsible for providing non-product and product services to LEAs outside of the LEA / Vendor agreement or within the LEA agreement as directly funded services by the participating ESC. Examples can include: (as a fee based service)
 - Custom report writing
 - State report writing
 - Network analysis

2.3 Vendor Support Locations

The Agreement shall govern the Vendor's ability to support LEAs in different regions of the state of Texas. As explained in [Section 2](#), there will be six (6) participating ESCs initially providing vendor support. Those participating ESC Regions are:

- ESC Region 2 – Corpus Christi, TX (South Texas)
- ESC Region 4 – Houston, TX (Southeast Texas)
- ESC Region 10 – Richardson, TX (Northeast Texas)
- ESC Region 12 – Waco, TX (Central Texas)
- ESC Region 15 – San Angelo, TX (West Texas)
- ESC Region 16 – Amarillo, TX (Northwest Texas)

2.3.1 Vendor Responsibilities

- Develop a contractual relationship with the participating ESC Regions to provide Level 1 support and other services to contracted LEAs in their regions
- Oversee the level of service and responsiveness of the participating ESCs in the delivery of support services to LEAs

2.3.2 Participating ESC Responsibilities

- Provide direct support to LEAs for the Vendor solution

- Designate staff to provide Vendor support per ESC. If the ESCs work as a consortium to provide support, the Vendor will accept a mutually agreeable support presence.
- Provide additional support staff for Vendor support based upon workload

2.4 Informal Dispute Resolution

The Texas Education Agency (TEA) will provide a forum and facilitate any informal dispute resolutions that are escalated for TEA support.

3 LEA Support Services

This SOW is divided into the following LEA support areas:

- Field Services by participating ESCs – Product Specific
- Field Services by participating ESCs – Not Product Specific
- Field Services by Vendor
- Participating ESC Training
- Participating ESC Certification
- Threshold-Defined Support

3.1 Field Services by Participating ESCs – Product Specific

The participating ESC Level 1 Service Desk facilities will act as a single point of contact (SPOC) for LEA's authorized User community and IT staff in their respective geographies to request support for the participating ESC-provided Services.

Level 1 Service Desk hours of operation will mirror the ESC's normal business hours. Service Desk support and monthly reports will be provided in English language only. The Service Desk will be supported by the Vendor's ITIL-aligned automated ticketing and workflow tools for management of customer requests.

To support LEAs, the participating ESC Service Desk facilities will be located regionally in Texas and act as the SPOC for LEA's authorized User and IT community. Vendor support consists of addressing in-scope application and technical issues. The Vendor agents will take calls from LEA's authorized submitters after LEA has performed troubleshooting steps and determined that the unresolved Problem is software- or hosting-related.

LEA's are limited to 3 support contacts that can use the ESC's Field Services. LEAs greater than 10,000 enrollment will be based upon a maximum number of contacts at a rate to be determined.

3.1.1 Participating ESC Responsibilities

3.1.1.1 Support Personnel

- Provide a SPOC at each Level 1 Service Desk center supporting LEA

3.1.1.2 Service Management Process

- Provide a phone number to each LEA.

3.1.1.3 Solution Support

- Receive support incidents via phone, web portal, or live chat from LEA's designated Authorized Users or IT support staff after LEA has performed initial troubleshooting steps as jointly defined by LEA and the Vendor and as documented in the Governance Manual
- Log customer requests in customer support system
- Log customer requests and assign priority based on agreed Severity criteria and Service Levels established by the LEA and the Vendor
- Dispatch incidents electronically to designated secondary support organizations, as appropriate
- Initiate and follow escalation procedures, as jointly defined by LEA and the Vendor and as documented in the Governance Manual, as required to engage appropriate hosting and application management technical support teams, based on priority and urgency
- Provide notification regarding escalated issues to documented LEA business contacts and members of the Vendor support team
- Provide monthly standard Service Desk operational reports
- Meet Service Desk Service Levels as jointly defined by LEA and the Vendor
- Provide LEA access to the Vendor Online Tutorial solution
- Attend the Vendor state users conference, typically once a year, at the participating ESCs' expense. By exception some ESC's may not be able to have all Skyward certified staff attend due to travel. However, best efforts will be made to do so.

3.2 Field Services by Participating ESCs – Not Product Specific

The participating ESC will be responsible for providing non-product services to LEAs, outside of the LEA agreement or within the LEA agreement but as direct LEA funded services by the participating ESC.

Services such as PEIMS data entry, SIS data entry and other typical business services requested by LEAs are best served by participating ESCs who have that as a mission.

The participating ESC must ensure that these non product-related services are segregated and paid under separate line items, whether they are in the LEA agreement or not, to assure accurate financial reporting of true product costs and non-product LEA support costs

3.2.1 Participating ESC Responsibilities

- Identify non-product services to the Vendor
- Contract directly with the LEA to deliver services

3.3 Field Services by Vendor

The Vendor can provide product-related services to LEAs under the terms of the LEA agreement options, at hourly rates as agreed to in the state contract.

Certain custom and complex product based services may require Vendor expertise, beyond the skills and capacities of the participating ESC to deliver to the LEA. Examples of such services are:

- Certain complex reports
- Program customization
- Specialized product services

3.3.1 Vendor Responsibilities

- Identify field services to be delivered to the LEA by the Vendor
- Document those services in the Vendor / participating ESC agreement

3.4 Participating ESC Training

The Vendor will provide training to support staff members at no cost to all participating ESCs or the state of Texas at the Vendor Austin or Dallas offices, or at a TEA facility in Austin.

Training under this section includes:

3.4.1 Initial vendor training

Training for each participating ESC will initiate as soon as possible after contract award and will be complete at least three months prior to the go live date, with a goal of completion within six months of contract award. TEA estimates go live as August 2013.

3.4.2 Ongoing vendor training

Ongoing training during the life of the Vendor / participating ESC contract will be available to ensure appropriate support by the participating ESC, particularly for keeping participating ESC support personnel up to date on the

current state of the Vendor software as well as for personnel added or replaced on the participating ESC support team. After all ESC staff certifies, Skyward will offer a monthly video conference session.

Training or retraining as a result of support staff turnover will be billable to the participating ESC at the state contract hourly rate.

3.4.3 Vendor Responsibilities

- Select appropriate training and develop curriculum for the participating ESC support staff
- Utilize multiple delivery modes to include:
 - Computer-Based training (CBT)
 - Classroom training
 - Concept and skills training

3.4.4 Participating ESC Responsibilities

- Ensure support staff member attends all courses in the training curriculum
- Ensure support staff member has completed and understand all CBT prior to attending any Vendor session
- Ensure support staff member passes tests conducted to verify competency

3.5 Participating ESC Certification

The Vendor will provide up to 108 hours of training to certify participating ESC support staff members per on board participating ESC in the base product offerings and at least one (1) support staff member for in each participating ESC in the optional product offerings.

- 108 hours of Skyward training at no charge
- ESC to pay for initial and all future certifications at a cost of \$250.00 per certification.
- ESC to pay for any additional training above and beyond the 108 hours due to ESC staff not getting certified.

Support staff for optional products may overlap with support staff having base knowledge and may have segregated knowledge.

For two years after a participating ESC has been authorized to provide Vendor support, the Vendor has an option to request a support staff member be re-certified if surveys are negative or participating ESCs make such request.

The Vendor will charge the participating ESCs for Certification according to a price schedule established in this contract.

3.5.1 Vendor Responsibilities

- Establish and publish certification guidelines
- Administer certification examinations

3.5.2 Participating ESC Responsibilities

- Assign qualified support staff to training
- Ensure support staff fulfill certification requirements

3.6 Threshold-Defined Support

Participating ESC support of LEAs is defined by the enrollment of the LEA as described below.

3.6.1 LEA Enrollment under 3,500 Students

Participating ESCs will provide support, as described in Section 3.1, for Training and Tier 1 support for LEAs with enrollment under 3,500 students.

3.6.1.1 Vendor Responsibilities

- Provide support for installations by participating ESCs when performing the initial three (3) LEA SIS installations

3.6.1.2 Participating ESC Responsibilities

- Provide training
- Have at a minimum one (1) certified Vendor support person
- Install solution in parallel with Vendor trainers for the initial three (3) of LEAs

3.6.2 LEA Enrollment between 3,501 and 7,500 Students

The LEAs, at their sole discretion can choose which organizations, as described in Section 3.1, will provide Tier 1 support and installation services

3.6.2.1 Vendor Responsibilities

- Survey LEAs to determine their level of satisfaction with support from the participating ESC

3.6.2.2 Participating ESC Responsibilities

- Ensure support staff have been certified

- Customer satisfactions surveys are positive.
- Install solution in parallel with Vendor trainers for the initial three (3) of LEAs

3.6.3 LEA Enrollment between 7,501 to 10,000 Students

The LEAs, at their sole discretion, can choose which support model they want to use for direct Tier 1 support – either the participating ESC or the Vendor. Vendor will provide initial Training.

Participating ESCs can provide support, as described in Section 3.1, for all LEAs with enrollment between 7,501 and 10,000 under the following conditions:

- The participating ESC has had Vendor-certified support staff for at least one (1) year
- Customer satisfaction levels have been positive

3.6.3.1 Vendor Responsibilities

- Confirm the participating ESC has had Vendor-certified support staff for at least one (1) year
- Survey LEAs to determine their level of satisfaction with support from the participating ESC
- Provide turnkey services for installation, training, and project management of the LEA

3.6.3.2 Participating ESC Responsibilities

- Ensure Vendor-certified support staff have been providing support for a minimum of one (1) year
- Ensure customer satisfaction levels have been positive
- ESC's can provide training for optional modules as defined in the Agreement between the Vendor and the ESCs upon ESC certification of said modules.

3.6.4 LEA Enrollment over 10,000 Students

The LEAs, at their sole discretion, can choose which support model they want to use for direct Tier 1 support – either the participating ESC or the Vendor. Vendor will provide the initial training and Project Management.

Participating ESCs can provide support, as described in Section 3.1, for all LEAs with enrollment over 10,000 students under the following conditions:

- The participating ESC has at least three (3) Vendor-certified support staff.
- The participating ESC has had Vendor-certified support staff for at least two (2) years
- Customer satisfaction levels have been positive

3.6.4.1 Vendor Responsibilities

- Confirm the participating ESC has three (3) Vendor-certified support staff for at least two (2) year
- Survey LEAs to determine their level of satisfaction with support from the participating ESC
- Provide turnkey services for installation, training, and project management of the LEA

3.6.4.2 Participating ESC Responsibilities

- Ensure three (3) Vendor-certified support staff have been providing support for a minimum of one (1) year
- Ensure customer satisfaction levels have been positive
- ESC's can provide training for optional modules as defined in the Agreement between the Vendor and the ESCs upon ESC certification of said modules.