

**Special Terms and Conditions**

1. **CUSTOMER** shall identify and provide **THINKGATE** access to all appropriate personnel during this initiative to ensure appropriate sign-off and review to meet agreed to timelines.
2. Both **THINKGATE** and **CUSTOMER** shall adhere to a mutually agreed upon project schedule.
3. All design and development work shall be completed in **THINKGATE** offices. Periodically, project team members shall have access to the offices of **CUSTOMER**.
4. During reviews, **CUSTOMER** shall provide a qualified Project Liaison who has deliverable sign-off authority. The liaison shall arrange interviews, confirm data, and manage **CUSTOMER** resources and processes within agreed-upon project timelines.
5. If **CUSTOMER** changes the Project Liaison during the project, all deliverables agreed to before any change in Project Liaison shall stay in force. Otherwise, a fee shall be charged to **CUSTOMER** for any new content or changes suggested by new **CUSTOMER** personnel requiring additional work or rework by **THINKGATE**.
6. **THINKGATE** and **CUSTOMER** shall agree on a written Functional and Technical Requirements document for each of the component rollouts and a detailed Elements <sup>TM</sup> Design Document (EDD) for each functional component of the system. The parties shall amend the Master Agreement as necessary.

**RFP**

**THINKGATE** incorporates by reference the **CUSTOMER** RFP #12-0153, **THINKGATE** Response to RFP #12-0153 submitted and opened by **CUSTOMER** on Thursday, January 5<sup>th</sup>, 2012 and all subsequent documentation and correspondence by and between **CUSTOMER** and **THINKGATE** with regard to RFP #12-0153, unless specifically modified by the terms of the Master License Agreement.

**SIGNATURES:**

**IN WITNESS WHEREOF** the parties hereto have executed this Exhibit D, License Agreement, as of the first date below.

**Thinkgate, LLC**  
Partner:

**The School Board of Sarasota County, Florida**  
School System:

Signature:

Signature:

Eric B. Waynick, President / CEO  
Name and Title:

Caroline Zucker, Board Chair  
Name and Title:

Date:

Date:

Confidential Information: Do Not Distribute without written consent from Thinkgate LLC unless required to comply with federal, state or county open records law.