

**AMENDMENT to
Interlocal Agreement between WSIPC and ESD 189**

This Amendment I made this 30th day of March 2021, by and between ESD 189 and Washington School Information Processing Cooperative (“WSIPC”):

WHEREAS, ESD 189 and WSIPC are parties to the Interlocal Agreement dated October 22, 2014 (“the Agreement”); and

WHEREAS, WSIPC offers the **IEP Online Connect** to its clients, and ESD 189 wishes to amend the Agreement to add the IEP Online Connect Solution; and

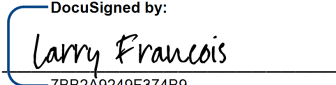
WHEREAS, ESD 189 and WSIPC wish to amend the Agreement by mutual agreement to modify the provisions as set forth herein; and

NOW THEREFORE, in consideration of the foregoing recitals and the mutual promises set forth herein, the parties hereto agree as follows:

1. In accordance with the terms of the Agreement, this Agreement is hereby amended to add the IEP Online Connect.
2. Exhibit B Participating Entity Amendment to IEP Online Sublicense is hereby included and incorporated into the Agreement during the Term of the Agreement.
3. As consideration for the addition of the IEP Online Connect, WSIPC will bill ESD 189 effective September 1, 2021 through August 31, 2022 for fees as outlined in Exhibit M.
4. Except to the extent expressly amended hereby, all other terms and conditions of the agreement shall continue in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Amendment I, effective on the date above.

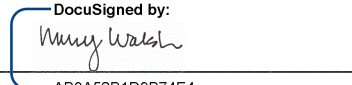
ESD 189

Signature: 
DocuSigned by:
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Name: Larry Francois

Title: Superintendent

WSIPC

Signature: 
DocuSigned by:
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Name: Nancy Walsh

Title: Chief Financial Officer

**AMENDMENT to
MASTER AGREEMENT
PARTICIPATING ENTITY SUBLICENSE**

This amendment to Exhibit B of the Agreement (**the “Exhibit B Amendment”**) is entered into between the Washington State Information Processing Cooperative (**“WSIPC”**), Public Consulting Group, Inc. (PCG), a Massachusetts corporation with its corporate office located at 148 State Street, 10th Floor, Boston, MA 02108, and its successors and assigns (**“PCG”**); and ESD 189, with offices located at 1601 R Avenue Anacortes, WA 98221 (**“Sub-licensee”**) and is made effective as of 30th day of March 2021 (**“Effective Date”**).

WHEREAS, PCG offers **IEP Online Connect** to its clients, and Sub-licensee wishes to amend the General License Agreement (**“License Agreement”**) to add the IEP Online Connect solution.

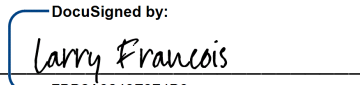
NOW THEREFORE, in consideration of the foregoing recitals and the mutual promises set forth herein, the parties hereto agree as follows:

1. The second sentence of Section 1(a) of the License Agreement is hereby amended to add the following additional services (during the Term of the Agreement) at the end of the sentence:

“and PCG’s IEP Online Connect.”
2. Except to the extent expressly amended hereby, all other terms and conditions of the License Agreement shall continue in full force and effect.
3. This Exhibit B Amendment shall be construed and interpreted in accordance with the laws of the State of Washington without giving effect to its principles of conflict of laws.

IN WITNESS WHEREOF, WSIPC, PCG and the Sub-licensee have caused this Exhibit B Amendment to the License Agreement to be executed and represent that the persons whose signatures appear below are duly authorized to execute this Amendment.

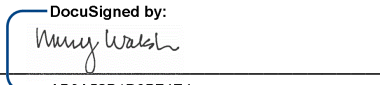
Sub-licensee

Signature: 
DocuSigned by:
Larry Francois
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Name: Larry Francois

Title: Superintendent

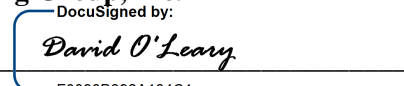
WSIPC

Signature: 
DocuSigned by:
Nancy Walsh
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Name: Nancy Walsh

Title: Chief Financial Officer

Public Consulting Group, Inc.

Signature: 
DocuSigned by:
David O'Leary
F0090B392A184C1...

Name: David O'Leary

Title: Associate Manager

**Exhibit M
To
MASTER AGREEMENT**

TO PROVIDE IEP ONLINE CONNECT

IEP Online Connect Services and Fees

| Solution & Services Description | WSIPC Members with IEP Online | Non-WSIPC Members with IEP Online |
|---|---|--|
| Annual License Fee | <175 students: \$500 | <175 students: \$550 |
| <i>Based on total Special Education Student Headcount</i> | 175 students or greater: \$3/student | 175 students or greater: \$3.50/student |