



MHEC / Parchment Master Agreement
Addendum #4

This Addendum #4 ("Addendum") amends the Parchment Master Agreement between Parchment Inc. ("Parchment") and the Midwestern Higher Education Commission ("MHEC") and is effective as of the date last signed below (the "Effective Date").

RECITALS

- A. Parchment and MHEC entered into that certain MHEC/Parchment Master Agreement, effective January 29, 2014 ("Master Agreement"), which was amended by that certain Addendum #1, dated July 21, 2014, that certain Addendum #2, dated March 18, 2015, and that certain Addendum #3, dated January 26, 2017 (together, the "Agreement").
- B. The current term of the Agreement expires on January 28, 2018. Pursuant to Section 2 of the Master Agreement, Parchment and MHEC may mutually agree to renew the Agreement for three (3) additional one-year periods.
- C. Parchment and MHEC wish to renew the Agreement with the following terms.

IN CONSIDERATION OF the Parties agreeing to amend their obligations in the Agreement, and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, both Parties agree to keep, perform, and fulfill the promises, conditions and agreements held in the Agreement with the addition of the following amendment:

TERMS

The following terms and modifications are hereby agreed upon and incorporated as part of the Agreement:

- 1. Section 1. Definitions. B. Member State shall be deleted in its entirety and replaced with the following:

"Member State" refers to any state that is a member of the Midwestern Higher Education Compact (MHEC), the New England Board of Higher Education (NEBHE), the Southern Regional Education Board (SREB), or the Western Interstate Commission for Higher Education (WICHE).

The current Member States of MHEC are Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin. MHEC shall promptly notify Parchment if other states join MHEC and thereby become a Member State for the purpose of this Master Agreement.

For purposes of this Master Agreement the current NEBHE Member States are Connecticut, New Hampshire, Maine, Massachusetts, Rhode Island, and Vermont. MHEC shall promptly notify Parchment if any other states join NEBHE and thereby become a NEBHE Member State for purposes of this Master Agreement.

For purposes of this Master Agreement the current SREB Member States are Alabama, Arkansas, Delaware, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, and West Virginia. MHEC shall promptly notify Parchment

if any other states join SREB and thereby become a SREB Member State for purposes of this Master Agreement.

For purposes of this Master Agreement the current WICHE Member States are Alaska, Arizona, California, Colorado, Hawai'i, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, and the Commonwealth of the Northern Mariana Islands (CNMI). MHEC shall promptly notify Parchment if any other states join WICHE and thereby become a WICHE Member State for purposes of this Master Agreement.

2. The parties hereto agree and acknowledge that the Agreement commenced on January 29, 2014 and the current term expires on January 28, 2018. Parchment and MHEC hereby agree to renew the Agreement for an additional one (1) year period, commencing on January 29, 2018 and terminating on January 28, 2019 (the "Renewal Term").
3. During the Renewal Term, and any subsequent renewals of the Agreement, the parties hereto agree to the pricing terms set forth in Attachment A to this Addendum #4, and agree that Attachment A: Vendor Pricing, attached and incorporated herein by reference, shall replace Attachment A: Vendor Pricing to the Master Agreement in its entirety as of the Effective Date of this Addendum #4. Parchment may reasonably increase or modify the pricing terms set forth in Attachment A: Vendor Pricing upon at least thirty (30) days' notice to MHEC.
4. During the Renewal Term, all other terms and conditions shall remain unchanged and in full force and effect. In the event of a conflict between the Agreement and this Addendum #4, the terms of this Addendum #4 shall govern to the extent of the conflict. Capitalized terms not otherwise set forth herein shall have the meanings set forth in the Agreement.

	Parchment Inc.		Midwestern Higher Education Commission
By:	<u>Robert J. Colletti</u>	By:	<u>Larry A. Isaak</u>
Name:	<u>Robert J. Colletti</u>	Name:	<u>Larry A. Isaak</u>
Title:	<u>President + CFO</u>	Title:	<u>President</u>
Date:	<u>1/19/2018</u>	Date:	<u>1-19-18</u>

ATTACHMENT A: Vendor Pricing

Parchment Service	Payee	Annual Exchange State Participation Fees	Annual Exchange State Subsidy	Request Fee List Price	Paper and Handling (Domestic USPS) List Price*
Parchment Send for Secondary	Total Cost to State*	\$50,000	\$3.01 * Total Grade 12 Enrollment	NA	NA
	Current Students	NA	NA	\$3.75 or Covered by Subsidy	\$2.50
	Alumni	NA	NA	\$3.75	\$2.50
Parchment Send for Postsecondary	Pre-Pay	NA	NA	\$2.00-\$2.50 ^a	\$2.50
	Post-Pay	NA	NA	\$2.50-\$3.00 ^b	\$2.50
Parchment Award - eDiplomas	Institution	\$50,000	\$3.20 * Estimated Annual Degree Issued	\$4.00	NA
Parchment Award - eCertificates	Institution		\$2.20 * Estimated Annual Certificate Issued	\$2.75	NA
Academic Receive	Payee	Annual Exchange State Participation Fees	Annual Exchange State Subsidy	# of Credentials Received in LTM	Subscription
Parchment Receive for Secondary Exchange	Institution	\$50,000	Tier Break Point based upon # of High Schools and Districts in the State	NA	NA
Parchment Receive Premium for Postsecondary	Institution	\$50,000	NA	Tier break points based upon # of Credentials Received in LTM	Pricing starts at \$5000 and increases based upon tiers
	Payee	Annual Exchange State Participation Fees	Annual Exchange State Subsidy	Subscription w/ Receive Premium	Subscription w/o Receive Premium
Parchment Receive Analyze	Institution	\$25,000	NA	\$2500	\$5000

Please Note: Discounts were factored into the Master MHEC Agreement that are locked in for the duration of the agreement. For Eligible Schools that have signed the School Order Form, all Request Fee List Pricing and Subscription pricing is to be discounted 5% when state does not pay the participation fee, and 10% off list price when the state pays the participation fee - even if there is no additional subsidy provided.

* Print and Handling fees (USPS Domestic, International, FEDEX, et cetera) not eligible for 5% and 10% discounts

α. Parchment Send for Postsecondary, Pre-Pay, Range is dependent upon pre-paid volume:

# Requests (Up to)	Electronic Fee
5,000	\$2.50
10,000	\$2.40
15,000	\$2.30
20,000	\$2.20
25,000	\$2.10
>25,000	\$2.00

β. Range is dependent upon institution size by total serviceable learners