



## STATE OF UTAH COOPERATIVE CONTRACT AMENDMENT

AMENDMENT # 3

CONTRACT # PA494

Original Starting Date: 06/30/2011

Expiration Date: 06/29/2016

TO BE ATTACHED AND MADE PART OF the specified contract by and between the State of Utah Division of Purchasing and

### SCIQUEST, INC

(Referred to as CONTRACTOR)

BOTH PARTIES AGREE TO AMEND THE CONTRACT AS FOLLOWS:

Amended Expiration Date: 06/29/2021

Effective Date of Amendment: 06/28/2016

Potential Renewal Options Remaining: One 5-year renewal

The contract is amended to:

- Update List Pricing Schedule per attachment: NASPO Pricing PA494 Pricing – Effective 06-30-2016.xls
- Update terms per attachment: NASPO ValuePoint (NVP) Master Agreement – Amendment #3

Please provide the following contact information.

	Name	Phone Number	Email Address
General Contact	Ashlee Hartman	919-659-2118	<a href="mailto:AHartman@sciquest.com">AHartman@sciquest.com</a>
Sales Contact	Ashlee Hartman	919-659-2118	<a href="mailto:AHartman@sciquest.com">AHartman@sciquest.com</a>
Quarterly Report Contact	Kacie Reading	919-659-2129	kreading@sciquest.com

All other terms and conditions of the contract, including those previously modified, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties sign and cause this contract to be executed.

### CONTRACTOR

DocuSigned by:

C2042EC576F0412...

Contractor's Signature

Date

Jennifer Kaelin

Contractor's Name (Print)

CFO

Title (Print)

### STATE OF UTAH

Kent Beers Director

State of Utah Division of Purchasing

6/23/16  
Date

AMENDMENT REVIEWED BY:

Purchasing Agent

Phone #

e-mail

Fax #

Contract #

Windy Aphayrath

801-538-3097

[waphayrath@utah.gov](mailto:waphayrath@utah.gov)

PA494

10/3/2014

## **NASPO ValuePoint (NVP) Master Agreement – Amendment # 3**

### **Amendment #3:**

5-Year Renewal of Master Agreement: 5 Year Renewal 6/30/2016-6/29/2021

Unless specified, all terms will remain the same.

### **Updated Pricing Schedule**

The updates described in this document are reflected in the updated Pricing Schedule (NASPO Pricing PA494 Pricing – Effective 06-30-2016.xls; PDF file attached.)

### **Product Changes (additions, removals, and bundles)**

Continue to offer current price list AND add new price bundling and adjustments as follows:

#### **Bundles to ADD:**

- Add Spend Director Enterprise Unlimited = SD+OM+RM+CCT+Unlimited Suppliers
- Add Spend Director Enterprise = SD+OM+RM+CCT
- Add Spend Director Unlimited Supplier Upgrade = Upgrade to Unlimited Suppliers, cost = “Custom” because it will be based on existing Supplier Enablement counts
- Add Total Supplier Manager Enterprise = TSM+On-Boarding+Dynamic Qualification+2<sup>nd</sup> Tier Reporting)

#### **Products to ADD:**

- TSM Add-on – Supplier Performance and Risk Tracking
- Science Catalog – US (Note: Only applicable to Higher Ed Pricing Schedule)

#### **Products to REMOVE:**

- TSM –Performance Management add-on
- Procurement (Binary Fountain products)

#### **Names to CHANGE:**

- Contract Director to Total Contract Manager
- For renewals only, will honor legacy Contract Director as:
  - Total Contract Manager – Procurement Only (SaaS)
  - Total Contract Manager – Procurement and Non-Monetary (SaaS)
  - Total Contract Manager – Contract Repository Only (SaaS)

### Modifications to Pricing Schedule

Previously, the Pricing Schedule was broken out by State and Affiliate. With this amendment, the pricing schedule will be broken out into three segments, each explained below:

1. **States** – This pricing schedule was originally based upon Operating Budget. The State Pricing Tiers will now be based on **total state expenditures**, inclusive of Capital, as outlined in the updated schedule.
2. **Higher Education Affiliate** – This pricing schedule previously existed, and was used for ALL Public Sector Affiliates (political subdivisions & higher ed), and was based upon Operating Budget. It will now be renamed to “Higher Education Affiliate” applies specifically to Public Higher Education institutions. Pricing Tier breakdown has not been modified, remains Operating Budget.
3. **Public Sector Affiliate** – This pricing schedule is new in that it is being separated out from the Higher Education Affiliate. The Tier size for these public entities will be determined using the Annual Expenditure line item in Onvia’s Agency Report for Public Sector Affiliates (city, county, agency, etc.) and K-12 Customers, and as outlined in the updated Pricing Schedule. Breakdown of Onvia’s report outlined in updated pricing schedule.

### Legal Additions:

- In the event any Participating Entity requests a swap of Contractor Applications, Contractor will review any such requests in good faith and will consider in good faith swaps of Contractor Applications, provided the Subscription fees are not reduced as a result of any swap and that fees for implementation of any new Contractor Applications will be payable in accordance with the terms of a Statement of Work mutually agreed upon between Participating Entity and Contractor.
- Pricing for certain pre-implementation Professional Services to be performed by Contractor or a Subcontractor is described in the updated List Pricing Schedule.

### Subcontractor Update (additions and removals):

- Binary Fountain, Inc. shall be removed as an approved Subcontractor. Huron Consulting Group shall be added as an approved Subcontractors under the Master Agreement, subject to execution by Contractor and each Subcontractor of a subcontractor agreement consistent with this Master Agreement and reasonably acceptable to Contractor.



Contract Management - USER PACK Pricing (SaaS)									
Total Contract Manager - 5 user pack for Power Users (20 users or less)									14,220
Total Contract Manager - 5 user pack for Power Users (50 users or less)									12,800
Total Contract Manager - 5 user pack for Power Users (100 users or less)									11,850
Total Contract Manager - 5 user pack for Power Users (> 100 users)									10,430
Total Contract Manager - 5 user pack for Limited Users (20 users or less)									2,840
Total Contract Manager - 5 user pack for Limited Users (50 users or less)									2,560
Total Contract Manager - 5 user pack for Limited Users (100 users or less)									2,370
Total Contract Manager - 5 user pack for Limited Users (> 100 users)									2,130
Total Contract Manager - 10 user pack for Read Only Users									1,580
Contract Manager Repository - 5 user pack for Power Users (20 users or less) CMR									8,330
Contract Manager Repository - 5 user pack for Power Users (50 users or less)									7,740
Contract Manager Repository - 5 user pack for Power Users (100 users or less)									7,110
Contract Manager Repository - 5 user pack for Power Users (> 100 users)									6,320
Contract Manager Repository - 5 user pack for Limited Users (20 users or less)									1,740
Contract Manager Repository - 5 user pack for Limited Users (50 users or less)									1,580
Contract Manager Repository - 5 user pack for Limited Users (100 users or less)									1,420
Contract Manager Repository - 5 user pack for Limited Users (> 100 users)									1,260
Contract Manager Repository - 10 user pack for Read Only Users									1,580
Spend Radar - Reporting & Analysis - USER PACK PRICING									
Spend Radar - Reporting & Analysis - 5 user pack (5 users or less)									18,960
Spend Radar - Reporting & Analysis - 5 user pack (25 users or less)									14,220
Spend Radar - Reporting & Analysis - 5 user pack (50 users or less)									12,640
Spend Radar - Reporting & Analysis - 5 user pack (100 users or less)									11,060
Spend Radar - Reporting & Analysis - 5 user pack (> 100 users)									7,900
Professional Services - eProcurement Pre-Implementation Services									
NOTE: All other services, including implementation services, will be scoped									
eProcurement Assessment	\$5,000	\$5,000	\$5,000	78,575	78,575	78,575	78,575	78,575	117,860
eProcurement Pre-Implementation Planning	\$5,000	\$5,000	\$5,000	78,575	78,575	78,575	78,575	78,575	117,860
eProcurement Pre-Implementation Planning + Implementation Startup + Part-Time Project Advisory	Custom	Custom	Custom	Custom	Custom	Custom	Custom	Custom	Custom
eProcurement Pre-Implementation Planning + Implementation Startup + Part-Time Project Advisory/Project Management	Custom	Custom	Custom	Custom	Custom	Custom	Custom	Custom	Custom

\* The above pricing is subject to the following discounts:  
 All annual Subscription Fees set forth above shall be subject to a 42% discount  
 The annual Subscription Fees for the first twelve (12) months of any Initial Term shall be subject to an additional 2.5% discount (after giving effect to the 42% discount referenced above).  
 All Services set forth above shall be subject to a 30% discount  
 \*\*No discounting can be applied due to 3rd party dependencies

Budgetary Estimates Only Spend Radar Services - Guideposts for Estimating Services Fee. At point of sale, SciQuest will provide an official SOW. WSCA-NASPO Discounts of 30% off List Services will be applied at POS.

States Estimating Factors		
Small Tier - \$195,000	Medium Tier - \$357,000	Large Tier - \$455,000
Up to 5 extracts	Up to 10 extracts	Up to 20 extracts
Up to 2 million lines	Up to 4 million lines	Up to 8 million lines
Quarterly Refreshes: \$70,200**	Quarterly Refreshes: \$140,400**	Quarterly Refreshes: \$163,800**
**annual fee		



Contract Management - USER PACK Pricing (SaaS)	
Total Contract Manager - 5 user pack for Power Users (20 users or less)	13,880
Total Contract Manager - 5 user pack for Power Users (50 users or less)	12,310
Total Contract Manager - 5 user pack for Power Users (100 users or less)	11,400
Total Contract Manager - 5 user pack for Power Users (> 100 users)	10,030
Total Contract Manager - 5 user pack for Limited Users (20 users or less)	2,740
Total Contract Manager - 5 user pack for Limited Users (50 users or less)	2,460
Total Contract Manager - 5 user pack for Limited Users (100 users or less)	2,280
Total Contract Manager - 5 user pack for Limited Users (> 100 users)	2,050
Total Contract Manager - 10 user pack for Read Only Users	1,520
Contract Manager Repository - Repository Only - 5 user pack for Power Users (20	8,210
Contract Manager Repository - Repository Only - 5 user pack for Power Users (50	7,450
Contract Manager Repository - Repository Only - 5 user pack for Power Users (>	6,840
Contract Manager Repository - Repository Only - 5 user pack for Limited Users (20	1,670
Contract Manager Repository - Repository Only - 5 user pack for Limited Users (50	1,520
Contract Manager Repository - Repository Only - 5 user pack for Limited Users (10	1,370
Contract Manager Repository - Repository Only - 5 user pack for Limited Users (>	1,220
Contract Manager Repository - Repository Only - 10 user pack for Read Only User	1,520
<b>Spend Radar - Reporting &amp; Analysis - USER PACK PRICING</b>	
Spend Radar - Reporting & Analysis - 5 user pack (5 users or less)	18,240
Spend Radar - Reporting & Analysis - 5 user pack (25 users or less)	13,680
Spend Radar - Reporting & Analysis - 5 user pack (50 users or less)	12,160
Spend Radar - Reporting & Analysis - 5 user pack (100 users or less)	10,640
Spend Radar - Reporting & Analysis - 5 user pack (> 100 users)	7,600
<b>Professional Services - eProcurement Pre-Implementation Services</b>	
eProcurement Assessment	55,000
eProcurement Pre-Implementation Planning	55,000
eProcurement Pre-Implementation Planning + Implementation Startup + Part-Time Project Advisory	Custom
eProcurement Pre-Implementation Planning + Implementation Startup + Part-Time Project Advisory/Project Management	Custom
NOTE: All other services, including implementation services, will be scoped	

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All annual Subscription Fees set forth above shall be subject to a 42% discount

The annual Subscription Fees for the first twelve (12) months of any initial Term shall be subject to an additional 2.5% discount (after giving effect to the 42% discount referenced above).

All Services set forth above shall be subject to a 30% discount

\*\*No discounting can be applied due to 3rd party dependencies

Budgetary Estimates Only Spend Radar Services - Guideposts for Estimating Services Fee. At point of sale, SciQuest will provide an official SOW. WSCA-NASPO Discounts of 30% off List Services will be applied at POS.

Affiliates Estimating Factors		
Small Tier - \$187,500	Medium Tier - \$343,750	Large Tier - \$437,500
Up to 5 extracts	Up to 10 extracts	Up to 20 extracts
Up to 2 million lines	Up to 4 million lines	Up to 8 million lines
Quarterly Refreshes: \$67,500**	Quarterly Refreshes: \$135,000**	Quarterly Refreshes: \$167,500**
**annual fee		





Contract Management- USER PACK Pricing (SaaS)	
Total Contract Manager - 5 user pack for Power Users (20 users or less)	13,680
Total Contract Manager - 5 user pack for Power Users (50 users or less)	12,310
Total Contract Manager - 5 user pack for Power Users (100 users or less)	11,400
Total Contract Manager - 5 user pack for Power Users (> 100 users)	10,030
Total Contract Manager - 5 user pack for Limited Users (20 users or less)	2,740
Total Contract Manager - 5 user pack for Limited Users (50 users or less)	2,460
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Contract Manager Repository - Repository Only - 5 user pack for Power Users (50 users or less)	7,450
Contract Manager Repository - Repository Only - 5 user pack for Power Users (100 users or less)	6,840
Contract Manager Repository - Repository Only - 5 user pack for Power Users (> 100 users)	6,080
Contract Manager Repository - Repository Only - 5 user pack for Limited Users (20 users or less)	1,670
Contract Manager Repository - Repository Only - 5 user pack for Limited Users (50 users or less)	1,520
Contract Manager Repository - Repository Only - 5 user pack for Limited Users (100 users or less)	1,370
Contract Manager Repository - Repository Only - 5 user pack for Limited Users (> 100 users)	1,220
Contract Manager Repository - Repository Only - 10 user pack for Read Only Users	1,520

Spend Radar - Reporting & Analysis - USER PACK PRICING	
Spend Radar - Reporting & Analysis - 5 user pack (5 users or less)	18,260
Spend Radar - Reporting & Analysis - 5 user pack (25 users or less)	13,690
Spend Radar - Reporting & Analysis - 5 user pack (50 users or less)	12,160
Spend Radar - Reporting & Analysis - 5 user pack (100 users or less)	10,640
Spend Radar - Reporting & Analysis - 5 user pack (> 100 users)	7,600

Professional Services - eProcurement Pre-Implementation Services		NOTE: All other services, including implementation services, will be scoped												
eProcurement Assessment	55,000	55,000	55,000	78,575	78,575	78,575	78,575	117,860	117,860	117,860	Custom			
eProcurement Pre-Implementation Planning	55,000	55,000	55,000	78,575	78,575	78,575	78,575	117,860	117,860	117,860	Custom			
eProcurement Pre-Implementation Planning + Implementation Startup + Part-Time Project Advisory	Custom	Custom	Custom	Custom	Custom	Custom	Custom	Custom	Custom	Custom	Custom			
eProcurement Pre-Implementation Planning + Implementation Startup + Part-Time Project Advisory/Project Management	Custom	Custom	Custom	Custom	Custom	Custom	Custom	Custom	Custom	Custom	Custom			

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Affiliates Estimating Factors		
Small Tier - \$187,500	Medium Tier - \$343,750	Large Tier - \$437,500
Up to 5 extracts	Up to 10 extracts	Up to 20 extracts
Up to 2 million lines	Up to 4 million lines	Up to 8 million lines
Quarterly Refreshes: \$87,500**	Quarterly Refreshes: \$135,000**	Quarterly Refreshes: \$157,500**
**annual fee		