

AM10 - Texas A&M University at Galveston

Purchase Order

P.O. Date: 10/24/2016

Purchase Order Number

AM10-17-P036236

SHOW THIS NUMBER ON ALL
PACKAGES, INVOICES AND
SHIPPING PAPERS.

| | |
|----------------------------|-----------------------------------------------------------------------|
| V E N D O R | Vendor Number: 00008727 StarRez Inc |
| | 6100 Greenwood Plaza Blvd STE 250-S GREENWOOD VILLAGE, CO 80111 |

INVOICING VENDOR SHALL SUBMIT AN ITEMIZED INVOICE SHOWING
PURCHASE ORDER NUMBER. IF YOUR INVOICE IS NOT PROCESSED AS
INSTRUCTED, PAYMENT MAY BE DELAYED.

| | |
|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| S H I P T O | TAMUG - CENTRAL RECEIVING Attn: Contact MARLEE WILLIAMS Central Receiving 1001 TEXAS CLIPPER RD GALVESTON, TX 77554 US Email: robbinsj@tamug.edu Phone: (409) 740-4432 |
| | ATTN: Accounts Payable P.O. Box 1675 Attn: Email invoices to acctspay@tamug.edu Attn: Do not mail invoice if sending via email Galveston, TX 77553 US Email: acctspay@tamug.edu Phone: (409) 740-4432 |

**Please login to Buy A&M to retrieve attachments associated with the
Purchase Order.**

Solicitation (Bid) No.:

Payment Terms: Net 30
Shipping Terms: F.O.B., Destination
Freight Terms: Freight Allowed
Delivery Calendar Day(s) A.R.O.: 0

Item # 1
Class-Item 208-11

Reference Fully Executed Contract; 2017-32219

Software License (Including Modules, Integration and Concurrent Licenses. Implementation Services are included free with the purchase of the license.

Less One Time Good Faith Discount (\$6,500) Provided interfaces are the same as Texas A&M College Station.

Less Additional One-Time Good Faith Discount on Licensing Costs (\$1,000)

As Per Attached Proposal

| Quantity | Unit Price | UOM | Discount % | Total Discount Amt. | Tax Rate | Tax Amount | Freight | Total Cost |
|----------|--------------|-----|------------|---------------------|----------|------------|---------|--------------|
| 1.00 | \$ 59,000.00 | EA | 0.00 % | \$ 0.00 | | \$ 0.00 | \$ 0.00 | \$ 59,000.00 |

Item # 2
Class-Item 208-11

Implementation Services - Included free with the purchase of the license

| Quantity | Unit Price | UOM | Discount % | Total Discount Amt. | Tax Rate | Tax Amount | Freight | Total Cost |
|----------|------------|-----|------------|---------------------|----------|------------|---------|------------|
| 1.00 | \$ 0.00 | EA | 0.00 % | \$ 0.00 | | \$ 0.00 | \$ 0.00 | \$ 0.00 |

Item # 3
Class-Item 208-11

Annual Support, Maintenance and Updates - On Premises Install (18% of Software License) Provided free for the first year if License Agreement is signed on or before October 15, 2016

| Quantity | Unit Price | UOM | Discount % | Total Discount Amt. | Tax Rate | Tax Amount | Freight | Total Cost |
|----------|------------|-----|------------|---------------------|----------|------------|---------|------------|
| 1.00 | \$ 0.00 | EA | 0.00 % | \$ 0.00 | | \$ 0.00 | \$ 0.00 | \$ 0.00 |

Item # 4
Class-Item 208-11

Third Party Report Writing Software (i.e. Crystal Reports, Brio, etc.)

| Quantity | Unit Price | UOM | Discount % | Total Discount Amt. | Tax Rate | Tax Amount | Freight | Total Cost |
|----------|------------|-----|------------|---------------------|----------|------------|---------|------------|
| 1.00 | \$ 0.00 | EA | 0.00 % | \$ 0.00 | | \$ 0.00 | \$ 0.00 | \$ 0.00 |

Item # 5
Class-Item 208-11

Third Party Web Development Tools (i.e. Cold Fusion, Dreamweaver, etc.)

| Quantity | Unit Price | UOM | Discount % | Total Discount Amt. | Tax Rate | Tax Amount | Freight | Total Cost |
|----------|------------|-----|------------|---------------------|----------|------------|---------|------------|
| 1.00 | \$ 0.00 | EA | 0.00 % | \$ 0.00 | | \$ 0.00 | \$ 0.00 | \$ 0.00 |

Item # 6
Class-Item 208-11

Onsite Visits (Up to 4 days onsite training & services - travel/expenses charged separately)

| Quantity | Unit Price | UOM | Discount % | Total Discount Amt. | Tax Rate | Tax Amount | Freight | Total Cost |
|----------|------------|-----|------------|---------------------|----------|------------|---------|------------|
| 1.00 | \$ 0.00 | EA | 0.00 % | \$ 0.00 | | \$ 0.00 | \$ 0.00 | \$ 0.00 |

Item # 7
Class-Item 208-11

Software Updates Installed and Managed Remotely by StarRez. Included in Annual Maintenance.

| Quantity | Unit Price | UOM | Discount % | Total Discount Amt. | Tax Rate | Tax Amount | Freight | Total Cost |
|----------|------------|-----|------------|---------------------|----------|------------|---------|------------|
| 1.00 | \$ 0.00 | EA | 0.00 % | \$ 0.00 | | \$ 0.00 | \$ 0.00 | \$ 0.00 |

Item # 8
Class-Item 208-11

StarRez Fully Managed Cloud Hosting & Annual Support, Maintenance and Updates. Includes comprehensive support, delivery and maintenance of all the necessary StarRez hardware and software requirements. This includes: all platform software licensing and updates, infrastructure administration, and all StarRez updates and upgrades, and day to day support. Free first year as per attached proposal.

| Quantity | Unit Price | UOM | Discount % | Total Discount Amt. | Tax Rate | Tax Amount | Freight | Total Cost |
|----------|------------|-----|------------|---------------------|----------|------------|---------|------------|
| 1.00 | \$ 0.00 | EA | 0.00 % | \$ 0.00 | | \$ 0.00 | \$ 0.00 | \$ 0.00 |

TAX: \$ 0.00
FREIGHT: \$ 0.00
TOTAL: \$ 59,000.00

ANY EXCEPTIONS TO PRICING OR DESCRIPTION CONTAINED HEREIN MUST BE APPROVED BY THE TEXAS A&M UNIVERSITY AGENCY PROCUREMENT OFFICE PRIOR TO SHIPPING.

The State of Texas is Exempt from all Federal Excise Taxes.
State and City Sales Tax Exemption Certificate: The A&M System claims an exemption from taxes under Chapter 20, Title 122A Revised Civil Statutes of Texas for purchase of tangible personal property described in this order, purchased from Vendor listed above as this property is being secured for the exclusive use of the State of Texas.

FAILURE TO DELIVER: If the Vendor fails to deliver these supplies by the promised delivery date or a reasonable time thereafter, without giving acceptable reasons for delay, or if supplies are rejected for failure to meet specifications, the State reserves the right to purchase specified supplies and equipment elsewhere, and charge the increase in price and cost of handling to the Vendor. No substitution or cancellations permitted without prior approval of The Texas A&M University System.

THE TEXAS A&M UNIVERSITY SYSTEM TERMS AND CONDITIONS APPLY.

APPROVED

By: Patty Winkler

Email: p-winkler@tamu.edu

Phone#: (979) 845-4556

BUYER



Your Cloud Partner in Developing
Successful Residential Communities

September 30, 2016

ADDENDUM / STATEMENT OF WORK

Texas A&M University at Galveston
200 Seawolf Pkwy
Galveston, TX 77554
PROPOSAL / STATEMENT OF WORK

We appreciate your continued support and consideration and we're happy to offer Texas A&M University at Galveston the following Addendum / Statement of Work (SOW).

The terms and conditions of the StarRez License Agreement fully executed on April 21, 2011, with Texas A&M University – Commerce shall apply to this Addendum/SOW. The additional site (Texas A&M University at Galveston), with the modules and interfaces specified in this Addendum, are being added to our Agreement together.

We take a long-term partner approach to our customer relationships and your success is the foundation of our business. We have qualified your basic required functionality and the following Addendum/SOW is a reflection of the needs of Texas A&M University at Galveston.

Through the signatures of their duly appointed representatives, Customer and StarRez agree to be bound by all provisions contained in this SoW.

Signed by Customer:

Signed by StarRez:

(signature) Dean K. Endler
(name) Dean K. Endler
(title) Executive Director, Procurement Services
(date) 21 OCT 2016

(signature) David A. Meale
(name) David A. Meale
(title) President
(date) October 21, 2016

1) SOLUTION & LICENSING

| SOLUTION DETAILS (Required Items Included in this Software License) | |
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| <ul style="list-style-type: none"> ✓ Housing Management System: <ul style="list-style-type: none"> ○ Main Resident Directory ○ Built-in Reporting, Charting, Occupancy Graph, Dashboard, & Analysis Tools ○ Email / Mail Merge Tools & Correspondence Tracking ○ Billing, Accounts, Financial Reporting ○ Auto Room Allocations / Assignments ○ System Administration – Audit Trails, Backup Scheduling, Security Access ○ StarRez Web & Mobile Directory ○ Fast Checkin/out ○ Pro-rate Billing ○ Data Subscriptions ○ Date Dependent Room Configuration ○ Single Sign On for Staff ✓ StarRez-Portal – Online Student Self-Service: <ul style="list-style-type: none"> ○ Online Application Processes - fully delivered, configured, and supported by StarRez (ex. First Year, Returners, etc.) ○ Online Room Selection & Lottery Management ○ Advanced Roommate & Messaging Management <ul style="list-style-type: none"> ○ Privacy Protection for Student Identities Built-in ○ No 3rd Party Tools Required ○ Business Rules Set to Control Eligibility of Roommates ○ Unlimited User-Defined Profile Attributes & Lifestyle Questions ○ Ability to Search & Select by Profile Questions ○ Ability to Add Known Friends as Roommates ○ Automatic Roommate Matching Built-in ○ Safe, Secure, & Reportable Messaging Between Residents ○ Group Based Roommate Selection and Room Selection ○ Configurable Group Validation and Business Rules ○ Living Learning Communities / Themed Communities Preference and Selection ○ Online Waitlist (Eligibility and Sign-up) ○ Online Contract with Electronic Signature ✓ Room Inventory & Room Conditions w/ Mobile (included at no charge) ✓ SMS Text Messaging (requires underlying provider) ✓ Group Conference & Events Management | |

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| ✓ Integration: <ul style="list-style-type: none"> ○ Online Merchant Gateway Interface ○ Banner - Demographic Import ○ Banner - Room Assignment Export ○ Banner - Finance Export ○ Single Sign On to Campus Portal (Student Authentication) ○ Photo Import | |
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| PRICING | |
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| Software License (Including Modules, Integration, and Concurrent Licenses. Implementation Services are included free with the purchase of the License) | \$66,500 |
| Implementation Services (included free with the purchase of the License) | \$0 |
| One-Time Good Faith Discount provided interfaces are the same as Texas A&M College Station | (\$6,500) |
| Additional One-Time Good Faith Discount on Licensing Costs | (\$1,000) |
| Annual Support, Maintenance, and Updates – On Premises Install (18% of Software License) | \$10,620 |
| Third Party Report Writing Software (i.e. Crystal Reports, Brio, etc.) | N/A |
| Third Party Web Development Tools (i.e. Cold Fusion, Dreamweaver, etc.) | N/A |
| Onsite Visits (Up to 4 Days onsite training & services – travel/expenses charged separately) | \$0 |
| Software Updates Installed and Managed Remotely by StarRez | Included in Annual Maintenance |
| Annual Support, Maintenance, and Updates – On Premises Install - provided free for the first year if License Agreement is signed on or before October 15, 2016 | (\$10,620) |
| NET ONE-TIME INVESTMENT = | \$59,000 |

| OPTIONAL CLOUD HOSTING | |
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| StarRez Fully Managed Cloud Hosting & Annual Support, Maintenance, and Updates - Includes comprehensive support, delivery, and maintenance of all the necessary StarRez hardware and software requirements. This includes: all platform software licensing and updates, infrastructure administration, and all StarRez updates and upgrades, and day to day support. | \$15,570 per year |
| Free First Year StarRez Fully Managed Cloud Hosting & Annual Support, Maintenance, and Updates – hosting provided free for the first year if License Agreement is signed on or before October 15, 2016. In the event that Hosting Services are provided at no charge for the first year, the Customer must utilize the StarRez hosting for a minimum 3 year period. | (\$15,570) free first year |

* Note: Optional Cloud Hosting costs outlined would replace the Annual Support, Maintenance, and Updates – On Premises Install costs outlined above in the Pricing table (\$9,540).

| USER LICENSES & SERVICES (Included in this License) | |
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| Concurrent Staff User Licenses: ✓ Unlimited Concurrent Staff Users are Enabled for On-premise Installations | |
| Summary of Services: When acquiring a software license for the StarRez system, the following service items are included free as a benefit for the initial purchase, in order to ensure your success. ✓ Assigned Project Leader & Subject Matter Consulting ✓ Remote set-up and installation ✓ Data conversion ✓ Data upload of the room configuration data ✓ Comprehensive on-site training days for the team ✓ On-site go-live support days to ensure your success ✓ Full set up, configuration, and implementation of the system including the Portal ✓ Interface Development Support ✓ Set-up of Test Database | |
| Residence Beds: It is our understanding that the institution manages approximately 1,600 beds. | |

2) OPTIONAL MODULES & INTERFACES OF INTEREST

StarRez offers a range of optional modules and solutions. The items below are sample of the solutions that may be of interest to you based on our investigation thus far. StarRez will provide the discounted pricing below for the optional modules and interfaces (excluding hosting), if included in your initial purchase. The annual maintenance amount will be recalculated based on the additional modules acquired. Please see below for optional modules and interfaces of interest.

| OPTIONAL ITEMS – PRICE ESTIMATE | |
|----------------------------------------------------------------------------------|---------|
| Room Maintenance & Work Orders w/ Mobile w/ Import & Export to Facilities System | \$7,500 |
| Security Access Export | \$4,500 |
| REST Web Services API | \$4,500 |
| Optional Modules & Solutions TBD | TBD |

3) SERVICES & SUPPORT INCLUDED IN THIS PROPOSAL

| SERVICES (Included in Initial Installation) <i>All the Services, outlined below, required to bring you live with the system, are included free with the acquisition of the Software License.</i> | |
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| <p>On-Premises Remote Setup & Installation on your Infrastructure</p> | <p>Standard proposals include the remote installation of the system into one environment (Production) – This environment can contain up to two databases (Production and Test)</p> <p>Remote setup will be configured by connecting remotely through an approved secure connection - Remote Desktop Connection (RDP) is our preferred method. The same remote connectivity is critical for on-going support and future installation of new versions.</p> |
| <p>Cloud Hosted Solution Setup & Installation</p> | <p>StarRez Fully Managed Cloud Hosting is a complete and proven fully managed service which significantly reduces your IT burden and hardware costs.</p> <p>Advantages include:</p> <ul style="list-style-type: none"> - Faster implementations – No waiting for hardware or services to be commissioned - Full installation – All services are included, no server setup or configuration required - Reliable & Secure - Automated backups, included redundancy & secure infrastructure - Fully Managed – Includes all updates, applying patches, system updates, administration, StarRez updates etc. <p>StarRez Cloud Hosting includes 2 Environments:</p> <ul style="list-style-type: none"> - Production Environment - includes 2 databases – a production database and a training database. - Beta Environment - is included and available for 4 weeks prior to new StarRez releases. This enables testing pre-release software with your data and specific configuration. <p>Optional Additional Environment:</p> <ul style="list-style-type: none"> - Development Environment (optional) is a completely separate environment which can be used for development, substantial testing, UAT all year round. Pricing available upon request. <p>StarRez hosting utilizes only Tier 1 cloud providers Amazon AWS and Microsoft Azure. These providers offer proven, secure and highly reliable computing environments.</p> |

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| | <p><i>*StarRez is always seeking to improve our hosting solutions by leveraging new products and services. StarRez reserves the right to include additional providers or change providers to equivalent or improved quality services.</i></p> |
| Comprehensive Project Management | <p>We will provide a combination of consulting, project planning, training and go-live support, all coordinated by a dedicated StarRez Project Manager for the duration of the project, including:</p> <ul style="list-style-type: none"> - Project planning and review including configuration, StarRez-Portal, and Interface scoping - Subject Matter Consulting - Power User and Project Team Training - Go-Live Support <p>The Project Manager will propose agendas for the required meetings, and the contents will be mutually agreed.</p> |
| Data Conversion of Current Residents | <p>Data Conversion from an existing repository of current in-house resident data to the StarRez system is inclusive using the following guidelines:</p> <ul style="list-style-type: none"> • The data sets can be provided as one file with separate worksheets or multiple files (example formats include: .CSV and/or .XLS) • Clear field labels describing the purpose and format of each field • Available in one of the following formats: <ul style="list-style-type: none"> ○ Comma delimited (without commas within the fields) ○ Tab delimited (without tabs within the fields) ○ Access DB Table ○ Excel worksheet <p>Current resident data load is performed twice, once in the test database and then once in production database at go-live.</p> |
| Data Upload of Room Configuration | <p>StarRez will help establish the initial room setup by uploading a complete inventory of existing rooms.</p> <p>Current resident data load is performed twice, once in the test database and then once in production database at go-live.</p> |
| On-site Visits Comprehensive On-Site Training & Project Plan Review | <p>Up to Four (4) days On-Site is included.</p> <p>The visit is intended to provide a combination of consulting, project planning, training and go-live support. A proposed agenda will be presented, and the contents of the visit is to be mutually agreed.</p> <p><i>Please note that travel and expenses for on-site visits are not included in the pricing.</i></p> |
| Project Management Consulting | <p>StarRez provides a fully managed implementation process for which we dedicate a Project Manager who drives the process jointly with the University staff. The StarRez Project Manager will provide an implementation guideline that maps out the various aspects of the project. StarRez works with you to define the specifications and business rules for the Student Online Solution and interfaces as required. Our Project Manager provides you a focal point for every aspect of the project and drives the implementation process for StarRez, working with your Project Leader to ensure the delivery of milestones on time.</p> |

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| Subject Matter Consultation | StarRez employs the strongest subject matter experts in the market. As part of the implementation, we will provide Subject Matter Consulting to help you improve your business processes, institute global best practices, scope your specifications and requirements, and refine business rules for incorporation into the system we install. This service is provided online and by phone unless otherwise specified. |
| Post Installation Phase | After the on-site consultant departs, StarRez initiates the post installation phase. This is an internal quality management procedure designed to ensure that your newly installed site is monitored while learning the system. A designated StarRez team member will be on-call to deal with all questions immediately. |
| Documentation | The system includes documentation for all modules and system administration. User manuals provide easy guides including sample screen shots and examples. Project implementation guidelines, profile information, and client installation documentation are also provided throughout the initial implementation. |
| Annual Support, Maintenance, and Updates | <p>Through the StarRez Support Team (StarCare), StarRez provides fast and friendly support to its user community via toll free telephone hotline, email, web job logging, and fax. Standard StarCare support is available Monday through Friday 24 hours a day, 5 days a week, excluding Public Holidays.</p> <p>The StarRez partnership approach dramatically reduces the long-term cost of ownership by reducing the IT resources necessary to set-up, implement, maintain, and support the solution. StarRez strives to become an extension of your housing and conference team reducing the need for significant campus IT resources to support.</p> <p>StarRez Annual Support, Maintenance, and Updates include:</p> <ul style="list-style-type: none"> • Customer support via phone, email, web job logging, and fax during your business hours • Remote install of StarRez software Updates • Two primary updates are provided each year, scheduled for installation jointly with your team • Free Online Training Webinars • Maintenance and Support of the online StarRez Portal <p>Our Service Level Agreement (SLA) outlines all support commitments and details. The most current SLA is posted in our Customer Care Site for reference.</p> |