

Denton Independent School District
MODIFICATION 1

Cellco Partnership d.b.a. Verizon Wireless

Denton Independent School District

This Amendment to the Denton Independent School District Customer Agreement is entered into this 6th day of July 2020, by and between the Denton Independent School District, hereinafter referred to as "SCHOOL", and CELLCO PARTNERSHIP d/b/a VERIZON WIRELESS hereinafter referred to as "VERIZON".

WHEREAS, SCHOOL and VERIZON desire to amend the Existing Contract as provided herein.

Now, therefore, it is mutually amended to include the following:

"DISTANCE LEARNING INITIATIVE"

SCHOOL's Distance Learning Initiative is designed to provide wirelessly enabled devices to students in effort to continue their education inside or outside of the classroom. SCHOOL will accomplish this objective through the purchase of wireless enabled devices from VERIZON. VERIZON is affording SCHOOL the ability to purchase a custom DATA PLAN to provision wireless data on the wirelessly enabled devices. This service is being made available to support SCHOOL's efforts specifically relating to their remote learning initiatives associated with the COVID-19 pandemic.

VERIZON will support SCHOOL's Distance Learning Initiative by providing the following:

DEFINITIONS:

- **Active:** A line of service that has not been deactivated, yet may be suspended without billing. The suspension period does not count towards the required 12-month line term.
- **Contracted:** Plans and pricing that have been previously negotiated, and is available for purchase, to eligible entities under the State Contract.
- **Deprioritized:** De-prioritization occurs when the user is on a congested cell site and the user's data is intentionally prioritized behind other customers' data and results in slower speeds.
- **Educational Application Purpose:** Educational application purposes are applications which are made for an educational purposes. It encompasses different ranges from language learning applications to classroom management applications. The purposes of these applications is to make some part of education more effective and efficient.
- **High Network Congestion:** When a cell sites usage exceeds the cell sites capacity.
- **Non-Educational Purposes:** Not relating to, or concerned with the process of education.
- **Open Internet:** Refers to the World Wide Web (WWW), specifically non-educational websites and browsing.
- **Remain in service:** An actively billed line of service.
- **Suspension:** The temporary suspension of service on a M2M unit/line of service without billing for up to 180 days in a 365 day period. No single suspension period can be longer than 90 days (two consecutive 90-day suspension periods are permitted). At any time during the suspension, the M2M unit/line can be reassigned and the suspension lifted. The suspension time does not count toward satisfying the line term.
- **Throttled:** The intentional slowing of the speed of data service flow through the owned and operated wireless network outside of a service plan's terms and conditions.

DATA PLAN

- Unlimited Data for Tablets and Mifi Jetpacks (4G)
- **\$15.00** base monthly access
- Unlimited 4G LTE data within the United States

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- Data speeds may be deprioritized (not “throttled”) in times of high network congestion
- Maximum numbers of units that may be activated on this DATA PLAN is limited to 50,000 units. Should additional units be needed VERIZON will work with SCHOOL to assess potential options.

EQUIPMENT

- SCHOOL has already notified VERIZON of their intent to purchase 5,000 MiFi 900L Jetpacks for \$57.00/unit from VERIZON.

SCHOOL will support the Distance Learning Initiative by providing **VERIZON** with the following assurances:

- SCHOOL will use best efforts to make sure data usage is solely used for educational application purposes only (i.e. to limit service from being used for non-educational purposes and access to the open Internet). Best efforts include, but are not limited to, configuration of the Verizon Private Network to direct device data to SCHOOL’s network to achieve content filtering of data.
- All EQUIPMENT must be placed on the \$15 Unlimited 4G LTE Data for Tablets and MiFi Jetpacks plan.
- SCHOOL will be charged a monthly access of \$15.00 per device, per month, for EQUIPMENT that does not remain in service for a minimum of twelve (12) months.
- Specific to this “Distance Learning Initiative”, SCHOOL must maintain a minimum of 5,000 unit activations at all times on the \$15.00 Unlimited 4G LTE Data for Tablets and MiFi Jetpacks plan (or higher).
- Should SCHOOL fall below 5,000 active devices specific to this initiative, SCHOOL must move to a Contracted unlimited Data service plan starting at \$37.99.
- No reselling of DATA PLAN or EQUIPMENT is permitted.
- VERIZON is primary carrier for SCHOOL’s distance learning initiative for wireless lines of service for which we are able to provide coverage.

CONFIDENTIALITY:

- DATA PLAN and EQUIPMENT pricing provided by VERIZON will be kept 100% confidential and not released publically in any manner unless otherwise required by law to be disclosed.

ORDER OF PRECEDENCE:

- This Modification prevails in the event of a conflict with other language in the contract and that all other terms of the contract shall remain in full force and effect.
- The “Distance Learning Initiative” is a limited promotional offer for eligible schools and school districts in response to the ongoing COVID-19 national pandemic. The supplemental pricing and terms included herein are distinct to this amendment and are not a general offering under the Texas DIR-TSO-3415 contract.
- Clarification Letter #1 dated June 18, 2020 and Clarification Letter #2 dated June 25, 2020, attached as Exhibits 1 and 2 respectively

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IN WITNESS HEREOF, THE PARTIES HAVE CAUSED THIS AGREEMENT TO BE DULY EXECUTED.

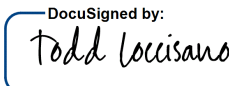
Denton Independent School District

Signature

Date

Print Representative Name and Title

Verizon – State & Local Government Contracting (Wireless)

DocuSigned by:

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Signature

7/14/2020 | 1:19 PM MDT

Date

Todd Loccisano, VP – Contract Management
Print Representative Name and Title

10170 Junction Drive, Floor 02 Todd Loccisano
Annapolis Junction, MD 20701 VP – Contract Management

June 18, 2020

Ernie Stripling
Denton ISD Central Offices
1307 N. Locust St.
Denton, TX 76201

RE: Clarification on Denton ISD Customer Agreement

Dear Mr. Stripling:

We are pleased to submit Verizon Wireless' response to Denton ISD's (DISD) recent request for Clarification dated June 10, 2020 for Verizon's Distance Learning Initiative offer.

In response to DISD, we have clarified the following requested sections below:

Amendment to the Denton Independent School District Customer Agreement

- What are the specifics of the DISD Customer Agreement?

Verizon Response

The DISD Customer Agreement is pursuant to the pricing, terms, and conditions of the Texas DIR-TSO-3415 contract.

Data speeds may be deprioritized (not "throttled") in times of high network congestion.

- Define "deprioritized" and compare/contrast with "throttled".

Verizon Response

De-prioritization occurs within the service plan's terms and conditions and occurs during times of high network congestion. Throttling occurs outside of a service plan's terms and conditions as a result of a user exceeding their allotted allowance of data for the billing period.

- We need a "DEFINITIONS" section that outlines all definitions as well as potentially misunderstood or overlooked definitions.

- Deprioritized

Verizon Response

De-prioritization occurs when the user is on a congested cell site and the user's data is intentionally prioritized behind other customers' data and results in slower speeds.

- Throttled

Verizon Response

The intentional slowing of the speed of data service flow through the owned and operated wireless network outside of a service plan's terms and conditions.

- High network congestion

Verizon Response

When a cell sites usage exceeds the cell sites capacity.¹

SCHOOL will use best efforts to make sure data usage is solely used for educational application purposes only

¹ The expected air interface and backhaul capacities at a cell site vary with the anticipated usage demand. Generally, each cell site is engineered with the appropriate air interface and backhaul capacities for the projected voice and data sessions. Cell sites are shared resources and congestion occurs when usage on a cell site exceeds the cell site's capacity. Congestion can vary from tower-to-tower and minute-to-minute, depending on network traffic at the time. We continue to invest in excess of \$16 billion a year in our network infrastructure to continue to deliver the best network experience. While we know we have the best network, there are times when congestion can cause anyone, no matter what plan or device they are on, to experience temporarily slower speeds until the congestion clears or they travel to an uncongested cell site.



(i.e. to limit service from being used for non-educational purposes and access to the open Internet)

- How is this even possible?

Verizon Response

Verizon asks DISD to use “best efforts to ensure the data usage is solely used for educational application purposes only.” Best efforts may include the use of content filtering technology; instituting security policies to restrict devices and control settings to prevent end users from circumventing security policies (this can be accomplished with Verizon Mobile Device Management); and asking parents and students to limit use for educational purposes only. Verizon’s goal is that DISD institute measures to achieve CIPA complaint data filtering.

- We can filter their internet to protect them from content that is inappropriate for children but we cannot filter based on whether the content has an "educational application purpose".

Verizon Response

Acknowledged.

- Define

- Educational application purpose

Verizon Response

Educational application purposes are applications which are made for an educational purposes. It encompasses different ranges from language learning applications to classroom management applications. The purposes of these applications is to make some part of education more effective and efficient.

- Non-educational purposes

Verizon Response

Not relating to, or concerned with the process of education.

- Open Internet

Verizon Response

Refers to the World Wide Web (WWW), specifically non-educational websites and browsing.

SCHOOL will be charged monthly access of \$15.00 per device, per month, for EQUIPMENT that does not remain in service for a minimum of twelve (12) months.

- Does “does not remain in service for a minimum of twelve (12) months.” mean we cannot suspend their service?

Verizon Response

We realize DISD may occasionally need to suspend a machine to machine (M2M) unit/line of service. DISD can defer the line term requirement by reassigning or temporarily suspending service on the affected line.

Suspension

You can suspend service on a M2M unit/line of service without billing for up to 180 days in a 365 day period. No single suspension period can be longer than 90 days (two consecutive 90-day suspension periods are permitted). At any time during the suspension, the M2M unit/line can be reassigned and the suspension lifted. The suspension time does not count toward satisfying the line term.

- Again, we need to define all of the words we are using that have a specific meaning in the context of this agreement.

- Define

- Remain in service

Verizon Response

An actively billed line of service.

Specific to this “Distance Learning Initiative”, SCHOOL must maintain a minimum of 5,000 unit activations at all times on the \$15.00 Unlimited 4G LTE Data for Tablets and MiFi Jetpacks plan (or higher).



- Does "a minimum of 5,000 unit activations at all times" mean we cannot suspend their service?

Verizon Response

See above.

- We need the conditions and restrictions for suspending service.

- What is the maximum suspension time per device per year?

Verizon Response

DISD will be able to have 25 service provisioning actions (Activate, Suspend, Restore, Deactivate) implemented per line per day.

Suspending Service

You can suspend and restore a single line of service once per day (one suspend and one restore action), for a maximum of 90 suspended days in any continuous period, and a total of 180 suspended days per year. (Your account may allow more provisioning changes per day.)

- What is the maximum suspension time per device per lifetime?

Verizon Response

See above.

- Define

- Active

Verizon Response

A line of service that has not been deactivated, yet may be suspended. The suspension period does not count towards the required 12-month line term.

Should SCHOOL fall below 5,000 active devices specific to this initiative, SCHOOL must move to a contracted unlimited Data service plan starting at \$37.99.

- Does "fall below 5,000 active devices" mean we cannot suspend their service?

Verizon Response

No, see above.

- Define

- Contracted

Verizon Response

Plans and pricing that have been previously negotiated, and is available for purchase, to eligible entities under the State Contract.

The "Distance Learning Initiative" pricing and terms included herein are distinct to this agreement are not pursuant to, offered under, or associated in any manner with the Texas DIR-TSO-3415 contract.

- I thought this was specifically available under DIR.

Verizon Response

Verizon's "Distance Learning Initiative" is a limited promotional offer for eligible schools and school districts in response to the ongoing COVID-19 national pandemic. The supplemental pricing and terms included herein are distinct to this amendment and are not a general offering under the Texas DIR-TSO-3415 contract.

- What Co-Op are we using?

Verizon Response

Texas DIR-TSO-3415.



The amendment does not specifically address the return of the existing 1,000.

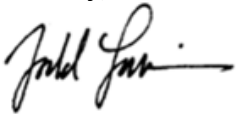
Verizon Response

DISD can return 800 of the existing 1,000 MiFi 8800L jetpacks in new, unused² condition. DISD can keep the 200 opened and deployed MiFi 800L jetpacks and migrate those lines to the Distance Learning Initiative Data Plan. The remaining lines can be replaced with the MiFi 900L at the Distance Learning Initiative Equipment price.

Verizon Wireless appreciates the opportunity to submit this Clarification to DISD's questions, but reserves all contractual rights until a mutual agreement as to all terms and conditions for the provision of these services is established. Except for our Distance Learning Initiative offer, this Clarification does not incorporate or include any other prior or subsequent written or oral communications, materials, documents, representations, or presentations of any kind. No part of this offer may be modified unless done so in writing and signed by an authorized representative of Verizon Wireless.

We look forward to continuing our business relationship with DISD and to your favorable review of our response. Should you have any additional questions or need further clarification on any aspect of this offer, please contact Jose Martinez, Client Partner – Public Sector at 214.437.5042 or via e-mail at Jose.Martinez@verizonwireless.com.

Sincerely,



Todd Loccisano
VP - Contract Management

² Requirement updated June 22, 2020

10170 Junction Drive, Floor 02 Todd Loccisano
Annapolis Junction, MD 20701 VP – Contract Management

June 25, 2020

Ernie Stripling
Denton ISD Central Offices
1307 N. Locust St.
Denton, TX 76201

RE: Clarification Number Two (2) on Denton ISD Customer Agreement

Dear Mr. Stripling:

We are pleased to submit Verizon Wireless' response to Denton ISD's (DISD) recent request for Clarification dated June 25, 2020 for Verizon's Distance Learning Initiative offer.

In response to DISD's request for the inclusion of any M2M or MDM Training, MDM Software, and the state of the returning jetpack boxes we have clarified the following below:

Amendment #2 to the Denton Independent School District Customer Agreement

- M2M or MDM Training

**Verizon Response
Implementation/Orientation**

We will work with your organization's authorized contact(s) to provide a comprehensive plan for the orientation of your employees. These consultative support services are provided at no additional charge by the Verizon Account Manager and Contract Management Implementation Team.

Upon mutual agreement, we will assist you as follows:

- Provide detailed information regarding current subscriber base;
- Familiarize employees with the activation process;
- Provide information regarding the methods and procedures for the activation process;
- Schedule implementation meetings in conjunction with your organization;
- Provide information regarding your newly-activated equipment that is shipped with instructions for the end user about the basic features related to the service.

On occasion, a Verizon account team member may be assigned to your organization's location for additional support. If equipment is delivered by a Verizon representative, the account team member will review the basic features of the device, as well as any service features you may be receiving. If equipment is shipped directly to your organization, the subscriber has the ability to contact Business and Government Customer Operations to receive additional information on any features or services.

During implementation, group meetings at your organization's locations can also be arranged in order to meet the orientation needs of multiple subscribers at one time. These group meetings can be scheduled through the Verizon Account Manager and Contract Management Implementation Team.

Comprehensive Training Program

Your Verizon account team can create a training program with your assistance and guidance. This training program could include on-site training at locations across the country, online training currently available by device/application at www.verizonwireless.com and also webinars as needed to ensure your employees are comfortable with their new devices and services.

On mutually agreed upon days and times, a Verizon account team member can be assigned to your organization's location for additional support and training of your Corporate Subscribers at no additional charge. If equipment is delivered by a Verizon representative, the account team member can review the basic features of the device, as well as any service features you may be receiving.



Alternately, if equipment is shipped to your organization, your employees always have the ability to contact their account team member in order to receive additional information on any features or services.

Your students and employees can learn about device hardware, software applications, email setup and Smartphone maintenance on their own schedule through our Online Learning Center sessions. There are recorded and/or live sessions available presented via Adobe Connect software. The Online Learning Center can be accessed at: <http://learning.verizonwireless.com/learning/>

- MDM Software

Verizon Response

Exception with clarification. For solution, in lieu of MDM Software, Verizon recommends the use of Verizon Private Network, which will provide the jetpack with an APN, combined with Verizon's ThingSpace Manage. portal. There is no additional cost to the DISD for these service solutions.

You can manage your M2M/IoT devices through Verizon's ThingSpace platform. The platform's portal – ThingSpace Manage - provides specialized features to provision, monitor, troubleshoot and control the connectivity and usage of M2M/IoT devices. With streamlined bulk transactions, custom fields, configurable alerts and life-cycle states, the ThingSpace Manage portal is built for the scale and complexity of today's M2M/IoT systems.

The ThingSpace Manage portal includes an easy-to-use wizard to guide you when you submit service transactions online. You can:

- Activate, suspend, resume or deactivate up to 10,000 devices in a single transaction
- Enter device identifiers manually, by search criteria or by file upload
- Change service plans
- Swap hardware or change the wireless number
- View recent transaction status on the Home Page
- View transaction details from both portal and Application Programming Interface (API) sources in the transaction logs
- Monitor devices quickly and effortlessly
 - View system-wide status on the home page and drill down to details using the quick links.
 - Search and filter device lists by criteria.
 - Examine details such as usage estimates, connectivity status and history, IP address, service state and history and customer-defined attributes.
 - View near real-time connectivity status and usage information.
 - Run standard and custom reports allowing management of devices, service, usage and costs.
 - Search, sort, identify and track devices using custom properties.

- State of the returning jetpack devices

Verizon Response

DISD can return 800 of the existing 1,000 MiFi 8800L jetpacks in unused condition. DISD can keep the 200 opened and deployed MiFi 8800L jetpacks and migrate those lines to the Distance Learning Initiative Data Plan. The remaining lines can be replaced with the MiFi 900L at the Distance Learning Initiative Equipment price.

In addition to the above Clarification, Verizon is prepared to make the following revisions to our offer:

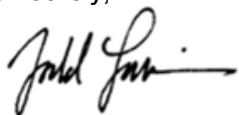
- MiFi 900L at \$57.00 each

Verizon Wireless appreciates the opportunity to submit this Clarification to DISD's questions, but reserves all contractual rights until a mutual agreement as to all terms and conditions for the provision of these services is established. Except for our Distance Learning Initiative offer, our Clarification dated June 18, 2020, and this Clarification does not incorporate or include any other prior or subsequent written or oral communications, materials, documents, representations, or presentations of any kind. No part of this offer may be modified unless done so in writing and signed by an authorized representative of Verizon Wireless.



We look forward to continuing our business relationship with DISD and to your favorable review of our response. Should you have any additional questions or need further clarification on any aspect of this offer, please contact Jose Martinez, Client Partner – Public Sector at 214.437.5042 or via e-mail at Jose.Martinez@verizonwireless.com.

Sincerely,

A handwritten signature in black ink, appearing to read "Todd L.", with a stylized flourish extending from the end.

Todd Loccisano
VP - Contract Management

