Textbook Central Agreement for Centralized Textbook Distribution Services 2022-2023

This Agreement covers textbook procurement and distribution services for the 2022-2023 school year to be provided by Textbook Central, a division of Tel/Logic Inc. d.b.a. CentralEd (hereinafter "Textbook Central," "Tel/Logic," or "CentralEd"),

to: MALVERNE UFSD (hereinafter "District").

In consideration of the mutual covenants and conditions herein contained, and the acts herein described, it is agreed between the parties as follows:

1. Term of Agreement:

As described herein, the Term of the Agreement is meant to cover all Textbook Central services related to the provision of district textbook services for Nassau County school districts, including those services provided prior to, and in preparation for, the fiscal year 2022-2023.

2. Textbook Central Services Provided:

Textbook Central services under this Agreement are associated with two conjoined Textbook Information and Management Services (hereinafter "TIMS") being provided by Textbook Central to the Nassau County school districts. The services and deliverables are summarized below.

A. Centralized Non-Public School Textbook Distribution ("CTD").

This service manages the procurement and distribution of textbooks for students residing in participating Nassau school districts and attending participating non-public schools. For the 2022-2023 year, the service involves the following steps:

- Beginning early in calendar 2022, Textbook Central will confirm the continued participation of the previous year's public school districts and non-public schools, and will work to resolve any outstanding inventory issues that would affect 2022-2023. Signed certifications on textbook loan conditions will be obtained from all participating non-public schools.
- In the second calendar quarter of 2022, Textbook Central will distribute ordering information to the participating non-public schools. Our proprietary web based Student Management System (hereinafter "SMS") will be accessed by the schools to validate all anticipated student enrollment. The Textbook Central "SMS" is designed to correct district designations based on student resident address thus insuring greater accuracy of the student district allocation. When the information is received, Textbook Central will input textbook data into its TIMS system for review and processing. Extensive efforts will be undertaken to evaluate estimated textbook costs in light of average per student targets; and to work with the non-public schools to bring final textbook requirements within those cost guidelines. Approval for exceptions to cost guidelines will be coordinated with the districts representing the majority of the students.
- Beginning later in the second calendar quarter, and continuing throughout the summer, orders will be placed with reconditioned textbook suppliers, publishers, and other consolidators. Wherever possible, preference will be given to using suppliers with whom

preferential pricing has been negotiated and whose online ordering systems are aligned with Textbook Central's TIMS system.

- Throughout the summer, Textbook Central will coordinate and confirm the shipment, delivery, and invoicing of textbooks to the non-public schools. This effort will involve extensive negotiations with the suppliers to handle order short-falls, out-of-stock conditions, misdirected shipments, and invoicing errors. For informational and invoicing purposes, Textbook Central will prepare and provide detailed cost projections for all participating Nassau districts with its initial 70% billing.
- With the opening of schools in September, Textbook Central will begin receiving, ordering, and coordinating a multitude of smaller orders to make inventory adjustments for newly enrolled non-public school students and other special situations (curriculum changes, second set requests, etc. — all of which will be carefully monitored and controlled within the cost per student guidelines). Help desk services to facilitate special situations are available year round.
- Following the initial opening of school changes, a second estimated billing of 20% will be prepared and provided to the districts in November. While still an estimate, it will be based more on actual enrollment and actual textbook billing cost.
- Throughout the process Textbook Central's designed Student Management System (SMS) will be updated by all member private schools to a secured on-line database. This secured student information is available to all member school districts through logon password to validate enrollment and the resident district of the enrolled student. This system greatly enhances the district ability to satisfy various informational and reporting requirements facing the district throughout the school year.
- Textbook Central will prepare final district expense adjustments (usually 10%) in the March-April 2023 timeframe.

For 2022-2023, Textbook Central will charge the participating Nassau school districts for the cost of textbook procurement as well as a CTD administrative fee based on a tiered pricing structure which is applied to each non-public school individually. The District's total attendance at that school will have fees applied as follows:

First 1 – 25 students by school	$30.20	per student
Next 26 – 250 students by school	$23.90	per student
Over 250 students by school	$17.70	per student

B. District Bookroom Purchase Management ("MPO-Managed Purchase Option").

This is a purchase order management service offered as a convenience to Nassau districts. It permits the districts to place orders for textbooks for students attending non-public schools that are not participating in Textbook Central's centralized distribution program (or even for their own public school students). This option provides districts with a single source of textbooks. Through its TIMS system, and the use of reconditioned suppliers, Textbook Central endeavors to reduce the districts' textbook costs by more than the cost of the service itself. The processing and timing of MPO textbook orders will be handled by Textbook Central and will parallel that of the centralized distribution program described in Section 2.A above.

*****CentralEd and the District agree that the execution of this Agreement <u>DOES NOT BIND</u> the District to procure MPO services. In the event that the District places MPO textbook orders with CentralEd the terms will apply.**

For 2022-2023, Textbook Central will charge the Nassau school districts participating in the Managed Purchase Option program an administrative fee of 16% of the total expenses of textbooks procured (including textbook, workbook, and shipping and handling costs).

3. Sole Source Service Provider:

Textbook Central is a sole source provider of Purchase Order/Book Inventory/Student Management systems, which has delivered cost effective management to the non-public textbook loan programs of participating Nassau County school districts since 2000.

For more than two decades, Textbook Central has worked closely with Nassau school districts to design, develop, implement and manage proprietary systems, to minimize administrative function on the part of school districts, to secure and process non-public student textbook requests. Textbook Central estimates that the administrative cost alone (of personnel and processing) to a district for issuing 200 purchase orders for textbooks is approximately $30,000. Our proprietary systems virtually eliminate those expenses. Districts are only billed three times (as described in sections 2A and 4) during the school year by us, regardless of how many hundreds of individual orders are submitted to and must be placed by us with individual vendors in order to fulfill district needs.

Our web-based Student Management systems for non-public students are designed specifically by our web design team for the Nassau County districts and enable complete tracking and management of student enrollment information. Through password protection, this 'visibility' is only available from Textbook Central and allows for accurate accounting to school districts of their resident students. No other vendor has the ability to provide these services.

Through partnerships with excess/used inventory book suppliers, we have access to proprietary software solutions allowing us to submit special 'Reserve' orders. These 'Build' orders allow Textbook Central to secure and reserve inventory quantities over time, pending our decision to release for shipment and delivery to the private schools or school districts. Our exclusive ability to access and manipulate these orders at our discretion, gives us complete flexibility in efficiently fulfilling orders. Timing of these deliveries is tailored to the specific needs of the districts or private schools. No other company engages in satisfying the needs of districts and private schools in this way.

Because of the volume of ordering by Textbook Central, we have also developed relationships with some major publishers, resulting in pricing, shipping and handling cost advantages to our district participants.

Textbook Central currently services 54 of the 56 Nassau County school districts (in addition, 38 of 54 are directly served by Textbook Central supplying their district bookrooms). With over 100 participating private and parochial schools, we are servicing in excess of 24,000 enrolled students annually.

Direct district benefits:

- Allows for single purchase order issuance for program.
- Eliminates virtually all business office related expenses involved with purchase order issuance, vendor tracking, accounts payable and invoice payment transactions.
- Three (3) phase invoicing from Textbook Central generated to the district July 1, November 1 and April 15 of school year facilitating district payables.
- Eliminates all district book storage and new textbook processing requests related to participating private schools.

- Textbook Central specifically developed proprietary systems regarding participating private school students to eliminate all parental involvement and district interaction for textbook loan requests.
- Proprietary on-line Student Management System developed to enable seamless real-time tracking of student information by private schools and resident districts.
- Pricing at or below publisher school contract pricing, with the added advantage of free freight allowances, in some cases saving on average, an additional estimated $1,000 annually.
- Single source for all customer service related functions with web site based information systems and tools to facilitate district and private school communication.

4. Invoice Schedule and Terms:

The District understands and agrees that textbook purchases represent the major cost of the services being provided by Textbook Central under this Agreement. In order to maintain the most favorable terms with textbook publishers and suppliers, and to minimize Textbook Central's administrative expenses, it is critical that CentralEd promptly invoice, and that all participating Nassau districts promptly pay, CTD and MPO service costs.

For CTD services, CentralEd will provide an initial invoice to participating districts no later than July 1, 2022. The initial invoice will cover seventy percent (70%) of the District's estimated proportional share of all textbook purchases and administrative charges for the 2022-2023 school year. A second invoice will be provided no later than November 1, 2022, covering twenty percent (20%) of the District's proportional share of all textbook purchases and administrative charges for the 2022-2023 school year. A third invoice, reflecting the final and remaining textbook costs and administrative fees will be issued by April 15, 2023.

Districts participating in the MPO program will be invoiced for textbook costs and administrative fees as incurred on a schedule to coincide with the invoicing schedule referenced above within this section 4.

All invoices will be payable upon receipt. The District agrees that payments received more than sixty (60) days after receipt of a valid invoice shall be subject to late payment charges of one percent (1%) per month thereafter and may be reflected in higher program fees for the District in subsequent years.

5. Concurrence:

In witness whereof, the parties hereunto state they have the authority and have duly executed this Agreement as of the dates indicated below.

/s/________________________	/s/________________________
Winston E. Himsworth	Name: ____________________
Executive Director	Title: ____________________
CentralEd	District: __________________
March 2022	Date:__________, 2022