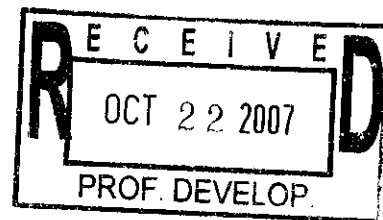


FLORIDA LEARNING ALLIANCE

403 Saint Francis Street
Tallahassee, Florida 32301

October 12, 2007

Mr. David Owens, Superintendent
Clay County Public Schools
900 Walnut Street
Green Cove Springs, Florida 32043



Dear Superintendent Owens;

On behalf of the Florida Learning Alliance, I would like to thank you for your continued use of **My-Points.Org** - a staff development management system.

My-Points.org was developed by the Florida Learning Alliance to assist school districts in managing the continuing education of their teachers and staff. The system provides for course registration, assignment of CEU's, tracking of completed courses, and monitoring by both the teacher and the appropriate administrators.

During the 2007-08 year, MPO will be greatly enhanced with new features and capabilities. We will be seeking input from MPO users to help us identify problems and potential enhancements. From Clay County, Debra Gaynes and Hilda Manning will be our primary contacts for the MPO User Group. If you would like to suggest other district staff to participate, please feel free to contact me.

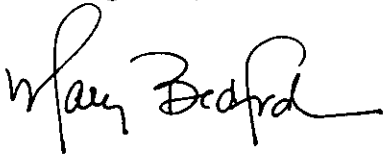
Mr. David Owens
October 12, 2007
Page 2

The attached contract is a renewal for use of the system and full support services for the 2007-08 school year. Once this contract has been executed by your school board, please return all four copies to

Ms. Anna Meetze
NEFEC
3841 Reid Street
Palatka, Florida 32177

Thank you again for your continued utilization of My-Points.org.

Best regards,

A handwritten signature in black ink that reads "Mary Bedford". The signature is written in a cursive style with a long horizontal flourish at the end.

Mary Bedford
Florida Learning Alliance
403 Saint Francis Street
Tallahassee, Florida 32301
850-402-1919

CONTRACT BETWEEN THE DISTRICT SCHOOL BOARD OF CLAY COUNTY, HEREIN REFERRED TO AS THE BOARD, AND THE FLORIDA LEARNING ALLIANCE, HEREIN REFERRED TO AS THE CONTRACTOR, TO PROVIDE A STAFF DEVELOPMENT MANAGEMENT SYSTEM, HEREIN REFERRED TO AS MY-POINTS.ORG AND RELATED SUPPORT SERVICES:

This contract period shall be from July 1, 2007 to June 30, 2008, unless otherwise amended/extended by mutual agreement.

I. OBLIGATIONS OF THE CONTRACTOR:

The Florida Learning Alliance, Inc. agrees to provide My-Points.org and selected services associated with this web-based staff development management system as follows:

- A. To provide instruction on access to the My-Points.org website, copyrighted and operated through the Florida Learning Alliance, for use by School Board Employees that are provided Internet access through the School Board.
- B. To provide access control, web content, and any associated operational or maintenance activity of the My-Points.org website.
- C. To provide assistance with data migration and provide technical assistance for product use and follow-up.
- D. To provide training for each group of users including teachers, principals and staff development administrators, within the district.
- E. To establish a My-Points.org Advisory Committee comprised of representatives from each participating district to evaluate the product and make recommendations for future enhancements.

II. OBLIGATIONS OF THE BOARD:

The Board hereby agrees:

- A. To designate _____ as district administrator and first line of contact for users.
- B. To designate _____ as the district representative to serve on the My-Points.org Advisory Group to evaluate the product and make recommendations for future enhancements.
- C. To pay the annual district assessment of \$ 31,552.80 (based on October 2006 enrollment with a \$10,000 base and \$0.60 per FTE. For the purposes of this calculation, FTE is defined as adult FTE of 250.65 + 3rd quarter unweighted FTE of 35,670.68). All invoices are due in thirty (30) days from the date of the invoice.
- D. To cooperate expeditiously in all matters requiring concurrence or approval in order that the contractor will not be unduly delayed in performing contractual obligations.

III. MODIFICATION OF ATTACHMENT

This contractual attachment may be amended only by an agreement executed in the same manner as the original.

IN WITNESS WHEREOF, the parties hereto, by the undersigned authorized to bind said parties, set their hands and seal on this the _____ day of _____, 2007.

APPROVED AND RECOMMENDED FOR SIGNING

District School Board of Clay County

Florida Learning Alliance, Inc.

by David Owens, Superintendent

by Frank Gibbs, President

Dated: _____

Dated: _____

By Carol L. Vallencourt, Chairperson

Dated: _____