

October 6, 2009

Patric Nagel, VP. North American Sales
Smart Technologies Corporation
1655 North Ft. Myer Drive, Suite #1120
Arlington, VA 22209

Re: Final Contract Award Notice for ITB # ESD112-DE-09

Dear Mr. Nagel:

Smart Technologies Corporation is being awarded a contract to sell equipment, accessories and supplies, and maintenance and warranties for the net bid prices offered in its bid, which are subject to the special provisions, terms and conditions in the 2009 DigitalEdge Invitation to Bid #ESD112-DE-09. A scanned copy of the signed Offer and Acceptance form, which constitutes ESD 112's acceptance and execution of the contract with Smart Technologies Corporation, is enclosed. The original copy of the signed Offer and Acceptance form will be sent by mail.

The product categories and Awarded States shall be offered to eligible Purchasers as identified in the award list on the third page. Awarded Bidder's can start selling from the new contract immediately after receipt of this Award Notice and the signed Offer and Acceptance form.

Smart Technologies Corporation authorized representative(s) are ***required to meet with the DigitalEdge Team within twenty (20) business days*** from the Contract award date to review the Scope of Work, Special Provisions and Post-Award requirements.

Other Post Award Requirements include the following:

- ***Provision of Awarded Bidder Contacts and Ordering Instructions***
Awarded Bidders receiving award letters shall provide the Bid Administrator with a complete set of "Ordering Instructions" for Purchasers to follow when submitting purchase orders. This document shall be ***submitted to the Bid Administrator in Microsoft Word format via e-mail within five (5) business days of award***. These instructions shall include the company name, ordering address, contact person, phone number, fax number, e-mail address, tracking information, return policy and other pertinent ordering information for each state for each state or region.

In addition to the Awarded Bidder's specific or unique ordering instructions, the following language shall also be included on your set of instructions: "All purchase orders must reference the DigitalEdge Contract number (ESD112-DE-09), and a copy shall be faxed, along with a copy of the written quote, to the DigitalEdge office at (360) 696-3099."

- ***Local, Personal Assistance***
Be prepared to review and discuss your local, personal assistance implementation plan that provides local, on-site/face to face personal assistance to Purchaser's in the states you have been awarded. Local, personal assistance includes, but is not limited to, the following responsibilities:
 - Contact Purchasers on a regular basis;
 - Meet with Purchasers when requested;

- Provide current manufacturer catalogs, price sheets and/or DigitalEdge Product and Price Lists with the net Contract prices;
 - Provide in-person or on-site demonstrations;
 - Assist Purchasers with product evaluation and selection;
 - Provide Purchasers with demo units for evaluation;
 - Provide training when requested;
 - And generally provide a high level of customer service.
- **Purchasing Process and Documentation**
 - **Marketing Requirements**
 - **Web Site with Contract Information**
Awarded Bidders are required to provide a **DigitalEdge-specific web site**, and to **report the web site's URL** to the Bid Administrator within **five (5) business days of award**. The web site shall include a list or catalog of products which, at a minimum, includes all awarded "**market basket**" items on the DigitalEdge Contract, within **twenty (20) business days of the Contract award**, and shall include accurate and up-to-date Contract product and pricing information at all times.
 - **DigitalEdge Monthly Price Document**
 - **Product Category Changes**
 - **DigitalEdge Monthly Sales Report**
 - **Payment of Administrative Fees**
 - **Mandatory Insurance Requirement**
The Awarded Bidder shall submit a Certificate of Insurance and Copies of Insurance Policies for the following to the Bid Administrator within **twenty (20) business days** of award.

Please Note: Since the new Contract has expanded into four (4) additional states and there are seven (7) new vendors, the intent of DigitalEdge is to verify that all Awarded Bidders are properly licensed in their Awarded States. DigitalEdge is requiring that all Awarded Bidders provide the Bid Administrator their **Business License Number** and **Tax Reseller's Number** (if applicable) for the states they have been awarded within five (5) business days of receipt of this letter of award.

Please take the time to read through the Contract once more to make sure that you are clear about all of the expectations that come with a Contract award. Smart Technologies Corporation must be prepared to implement the required Post-Award and Special Provision requirements in the Contract by the required due dates. Also, please make arrangements soon to meet with the DigitalEdge Team by scheduling your appointment with the Bid Administrator at joe.shorthouse@esd112.org.

Sincerely,



Joe Shorthouse
Purchasing Manager, ESD 112
Phone: (360) 750-7500, ext. 183
E-mail: joe.shorthouse@esd112.org

Product Categories Awarded to Smart Technologies Corp.
 Contract #ESD112-DE-09

MANUFACTURER	PRODUCT CATEGORY	AWARDED BIDDER	AWARDED STATES											
			AK	CA	CO	HI	ID	MT	NV	NM	OR	UT	WA	WY
Smart Technologies	Classroom Amplification Systems	Smart Technologies					X	X			X		X	X
Smart Technologies	Document Cameras	Smart Technologies					X	X			X		X	X
Smart Technologies	Interactive Whiteboards Solutions	Smart Technologies					X	X			X		X	X
Smart Technologies	Student Response Systems	Smart Technologies					X	X			X		X	X



Bidder's Offer and Acceptance Form

Contract No. ESD112-DE-09

Two original copies of this signature page must be signed and submitted with the Bidder's entire bid response.

The undersigned hereby agrees to the requirements, terms and conditions of this 2009 Invitation to Bid for Instructional Technology and Audio-Visual Equipment and Related Products. The undersigned also represents and warrants any third party with whom they contract has been informed of the DigitalEdge Contract requirements, and agrees to comply with them.

The undersigned acknowledges their authority to submit this proposal on behalf of the firm listed below and bind it to comply with these requirements, terms and conditions if a contract is awarded. Furthermore, the undersigned certifies conformance to applicable federal and state laws concerning public contracts, and that this proposal is made without connection with any person, firm or corporation making a proposal for the same goods or services, and is in all respects fair and without collusion or fraud.

SMART TECHNOLOGIES CORPORATION
 Legal name of firm or corporation

[Signature] PATRIC NAGEL, V.P. N. AMERICA SALES
 Signature of authorized Bidder representative Printed name of representative

VP, NORTH AMERICAN SALES July 28/09
 Title of Bidder representative Date signed

1655 North Fort Myer Dr. Suite 1120, Arlington, VA 22209
 Legal address of Bidder (including address, city, state and zip code)

888-427-6278 403-407-4895
 Phone (including area code) Fax (including area code)

880411936
 Federal Tax Identifier of Bidder

To the Bidder:

Effective this 6th day of October, 2009, ESD 112 is accepting the bid and awarding a DigitalEdge Contract to the Bidder named above for the instructional technology and audio-visual equipment and related products identified in the attached Comprehensive Bid Recap. Bidder is contractually obligated to sell the instructional technology and audio-visual equipment and related products that are subject to this Contract award to Purchasers in accordance with the 2009 DigitalEdge Bid requirements, terms and conditions.

Educational Service District 112
2500 NE 65th Avenue
Vancouver, WA 9861

[Signature]
By Dr. Twyla G. Barnes, Superintendent