



## STANDARD PURCHASE AGREEMENT

This Purchase Agreement is by and between Houghton Mifflin Harcourt Publishing Company ("HMH") and Oakland Unified School District ("School/District").

**1. Definitions.** As used herein, the following terms have the meaning set forth below:

A. Agreement. This Purchase Agreement, with all appendices, attachments, and exhibits, shall be the only terms and conditions applicable to the purchase of Products and/or subscriptions

B. Product(s). Books and/or subscriptions to software, support services, professional development products, materials and services that School/District may acquire pursuant to this Agreement from HMH for its own use (as listed in the Product Description in Appendix A and incorporated by reference herein).

HMH and the School/District agree that any subscription to software made under this agreement, if any, is for the term(s) listed in Appendix A and its Exhibits. If the School/District wishes to extend any subscription or license term(s), a purchase order, change order, or amendment is to be negotiated for additional fees.

HMH and the School/District agree that any software subscribed to under the Agreement, if any, is to be hosted by or through HMH. Any HMH software product the School/District wishes to self-host would be considered a new transaction outside the scope of this Agreement and separate fees are to be negotiated. Self-hosted versions of many of HMH's software products are not available for sale.

No additional purchases of any of the Products (other than in the quantities as listed in Appendix A) are covered by the Agreement. All such additional purchases by the School/District shall be at HMH's then standard applicable price(s).

**2. Purchase Authorization.** School/District represents and warrants that it has complied with any and all of its own requirements necessary to authorize the execution of all Purchase Agreements with HMH and that the signing party(ies) is/are authorized to sign on behalf of and contractually bind the School/District without condition other than the terms of this Agreement.

**3. Purchase/Price/Delivery/Payment.**

a. This Agreement is entered into by and between School/District and HMH. School/District agrees to license and/or purchase Products identified on the Product Description in Appendix A, incorporated by reference in this Agreement, in the aggregate amount of One Million Five Hundred and Seventy-Five Thousand Dollars (\$1,575,000.00). School/District is solely responsible for all purchase decisions, including ensuring the compatibility and suitability of all products and subscriptions. The School/District's billing address is:

Oakland Unified School District  
1000 Broadway  
Oakland, CA 94607

b. The School/District hereunder shall pay all applicable local sales and use taxes and/or duties due on purchases. Proof of sales tax exempt status must be on file with HMH for any order to be treated as a sales tax exempt transaction. If applicable, the School/District's Tax Exemption Certificate Number: \_\_\_\_\_. Confirming copy of evidence of such status is attached hereto.

c. Payment terms under this Agreement are set out in Appendix B of this agreement. Invoices unpaid after Thirty (30) days from the payment dates in Appendix B shall accrue interest at a rate of 1.5% per month until paid. HMH shall have the right to suspend any service or product rights under until such time as all outstanding and overdue invoices are paid in full. HMH reserves the right to seek reimbursement for the costs of collection and attorneys fees in connection with overdue and unpaid invoices.

d. All payments to HMH should be sent to the following:



Mailed to:

HMH Receivables Co LLC 14046  
Collections Center Drive  
Chicago, IL 60693

or via overnight courier to:

Bank of America Lockbox Services  
14046 Collections Center Drive  
Chicago, IL 60693

**4. Limited Warranty; Disclaimers.**

Warranties for all Products purchased under this Agreement shall be provided "as is". HMH makes no other warranties with respect to the Products, either express or implied. HMH provides no representations or warranties that the School/District hardware or software environments and their configuration are compatible or suitable for the operation of HMH Products in the School/District setting. HMH specifically and expressly disclaims any and all other warranties, including but not limited to the implied warranties of merchantability or fitness for a particular purpose or that any services provided hereunder shall be uninterrupted or error-free.

**5. HMH Intellectual Property Rights;**

**Confidentiality.** The intellectual property contained in the HMH Products is considered "Confidential and/or Proprietary Information" to HMH and are protected by copyright and other intellectual property rights. School/District, as an end user, is authorized to use HMH Products subject to the applicable trademark, copyright and other intellectual property, federal and state laws of the U.S.

**6. Indemnification.** To the extent allowed by law and subject to the right of School/District to raise the defense of sovereign governmental or qualified immunity against 3<sup>rd</sup> party claims, School/District agrees to indemnify, defend and hold harmless HMH, its parent companies, subsidiaries, affiliates, directors, officers and employees from any third party claims, causes of action, damages, costs, liabilities or expenses that arise from a breach or this Agreement or from improper or unauthorized use, distribution and operation of the HMH Products.

**7. Limitation of Liability.** HMH shall not be liable to School/District for any unauthorized

use of the Software or any services for any purposes other than as described in this Agreement, nor for any damages to computers, communication systems, data or services that may arise as a result of use of HMH's Software or the Products. In no event shall either party be liable for incidental, consequential, indirect or special damages including, without limitation, lost profits or revenue.

**8. Term of Agreement.** The terms in the Product Description in Appendix A and Appendix B will govern the term of this Agreement and the scope of the license and use of Products.

**9. Assignment.** School/District shall not assign or otherwise transfer its rights or delegate its obligations hereunder without HMH's prior written consent. Any attempted assignment, transfer, or delegation without such consent shall be void. HMH may freely assign this Agreement, including any of the obligations and rights to payment set forth herein. Neither party shall have any right of set off in connection with rights and obligations associated with this Agreement.

**10. Entire Agreement.** This Agreement, including other agreements and documents incorporated herein by reference, constitute the entire understanding and agreement between HMH and School/District with respect to the subject matter hereof and supersedes all prior agreements, representations, understandings, negotiations and communications between the parties pertaining thereto. Any modifications or amendments to this Agreement must be in writing signed by a duly authorized agent or representative of HMH and School/District. Specifically, any contrary, inconsistent, or additional terms incorporated in any other documents will be of no force or effect whatsoever.

**11. Governing Law.** This Agreement shall be construed and enforced in accordance with the State of California without regard to its conflicts of laws provisions. Any action or proceeding brought by either party against the other arising out of or relating to this Agreement shall be brought only in a local, state or federal court of competent jurisdiction in California.



**Houghton  
Mifflin  
Harcourt**

**12. Notices.** All notices and other communications required or permitted under this Agreement shall be served in person, by US Mail, or Federal Express or equivalent carrier at the following address:

If to HMH:  
Houghton Mifflin Harcourt  
Attn: Nicole Genova  
10801 North Mopac Expressway  
Austin, TX 78759

If to School/District:  
Oakland Unified School District  
1000 Broadway  
Oakland, CA 94607

**13. Miscellaneous.** If any provision of this Agreement is held by a court of competent jurisdiction to be invalid or unenforceable, the remaining portions of this Agreement shall remain in force and in effect and be construed so as to best effectuate the intention of the parties upon execution. The paragraph headings contained herein are for reference only. The waiver of one default shall not waive subsequent defaults of the same or different kind.

IN WITNESS WHEREOF, the parties hereto have caused this contract to be signed and intend to be legally bound thereby.

School/District:

Signature: 

Print Name: Antwan Wilson

Title: Superintendent

Effective Date: 6/28/16


Houghton Mifflin Harcourt Company

Signature: Nicole Genova

Print Name: Nicole Genova

Title: Manager, Business Desk

Effective Date: 06/29/16

File ID Number: 16-1560  
Introduction Date: 6/22/16  
Enactment Number: 16-1019  
Enactment Date: 6/22/16  
By: 



**Appendix A**  
**(Exhibit 1 and Exhibit 2) to the Purchase Agreement**  
**Product Description**

Exhibit 1- Attach Proposal #005739961, Math Expressions California Edition, K-5 2015 (3yr)

Exhibit 2- Attach Proposal #005740001, Math Expressions California Edition, K-5 2015 Spanish (3yr)



## Appendix B to the Purchase Agreement Price Summary

The following table summarizes products and services HMH is providing under this Purchase Agreement.

Schedule 1 to Enterprise Solutions Agreement		
Appendix	Description	Purchase Price
Appendix A – Exhibit 1	Math Expressions, CA Edition 3 year Subscription	\$1,387,133.89
Appendix A – Exhibit 2	Math Expressions, CA Edition (Spanish) 3 year Subscription	\$187,866.11
	<b>Total</b>	<b>\$1,575,000.00</b>

\*For a detailed listing of products to be received under this Agreement, please refer to the cost proposals provided in Appendix A- Exhibits 1 and 2.



## Appendix B to the Purchase Agreement Payment Schedule

Payments shall be made in accordance with the terms and conditions of the Agreement. Payments shall be due & payable as follows:

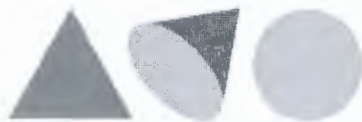
\$525,000.00 to be paid no later than July 15, 2016

\$525,000.00 to be paid no later than July 15, 2017

\$525,000.00 to be paid no later than July 15, 2018



# Appendix A, Exhibit 1



# Houghton Mifflin Harcourt

**Cost Proposal**  
Prepared For  
**Oakland Usd**

For the Purchase of:  
**Math Expressions 3yr English**

Prepared By  
Diane Deas  
diane.deas@hnhco.com

**PLEASE SUBMIT THIS PROPOSAL WITH YOUR PURCHASE ORDER.**



**Houghton Mifflin Harcourt**

C = Contract Price  
Attention:  
Celia Pascual  
celia.pascual@ousd.k12.ca.us

**HMH Confidential and Proprietary**

Customer Experience  
9205 South Park Center Loop  
Orlando, FL 32819  
FAX: 800-269-5232  
k12orders@hnhpub.com

**Math Expressions 3yr English**

ISBN	Title	Sale Price	Purchase		Complimentary Quantity
			Quantity	Amount	
<b>Grade K</b>					
<b>Student</b>					
1604642	9780544504042 Houghton Mifflin Harcourt Math Expressions California Student ActivityBook Collection Softcover 3 Year Grade K 2015	\$62.56	1,512	\$94,590.72	
1604642	9780544504042 Houghton Mifflin Harcourt Math Expressions California Student ActivityBook Collection Softcover 3 Year Grade K 2015	\$61.56	1,607	\$98,926.92	
1566519	9780544251816 Houghton Mifflin Harcourt Go Math! SBAC Test Prep Student Edition Grade K <i>Included during each year of the adoption for 3 yrs</i>	\$5.19 <sup>C</sup>			3,119
1567689	9780544258709 Houghton Mifflin Harcourt Math Expressions California Homework and Remembering Collection Grade K <i>Included during each year of the adoption for 3 yrs</i>	\$18.40 <sup>C</sup>			3,119
1498794	9780547836256 Math Expressions Student Manipulatives Kit Grade K	\$17.62 <sup>C</sup>			3,119
1604636	9780544503724 Math Expressions California Online Student Activity Book Collection 3 Year Grade K	\$57.45			3,119
<b>Total for Student</b>				<b>\$193,517.64</b>	
<b>Teacher</b>					
1567704	9780544258754 Houghton Mifflin Harcourt Math Expressions California Teacher Edition Collection Grade K	\$216.80 <sup>C</sup>			124
1566536	9780544251915 Houghton Mifflin Harcourt Go Math! SBAC Test Prep Teacher Edition Grade K	\$9.78 <sup>C</sup>			124
179330	9780618697359 Math Expressions Anno's Counting Big Book Grade K 2006	\$78.79 <sup>C</sup>			124
1561206	9780544211575 Houghton Mifflin Harcourt Math Expressions California Assessment Guide Grade K	\$67.63 <sup>C</sup>			124
1604630	9780544503434 Math Expressions California Online Teacher Digital Management Center 3 Year Grade K 2015	\$665.10			124
1498518	9780547835822 Math Expressions Teacher's Resource Book Grade K	\$60.89 <sup>C</sup>			124
1561192	9780544211438 Houghton Mifflin Harcourt Math Expressions California Homework and Remembering Blackline Masters Grade K	\$174.70 <sup>C</sup>			124
1503121	9780547862125 Math Expressions Differentiated Instruction Cards Kit Grade K	\$234.48 <sup>C</sup>			124
1497564	9780547825175 Math Expressions Math Center Challenge Easel Grade K	\$84.53 <sup>C</sup>			124
1498819	9780547836515 Math Expressions Teacher Modeling Kit Grade K	\$239.73 <sup>C</sup>			124
1516938	9780547941738 Math Expressions Online Destination Math 1Year Grades K-6	\$1,350.00 <sup>C</sup>			124
<b>Total for Teacher</b>					
<b>Total for Grade K</b>				<b>\$193,517.64</b>	

Handwritten blue annotations: "3119" with arrows pointing to the quantity and complimentary quantity columns.



**Houghton Mifflin Harcourt**

**WARNING: CHOKING HAZARD. Small Parts. Keep away from children 3 years and younger.**

C = Contract Price  
Attention:  
Celia Pascual  
celia.pascual@ousd.k12.ca.us

Customer Experience  
9205 South Park Center Loop  
Orlando, FL 32819  
FAX: 800-269-5232  
kitorder:@hnhpub.com

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**Math Expressions 3yr English**

ISBN	Title	Sale Price	Purchase		Complimentary Quantity
			Quantity	Amount	
<b>Grade 1</b>					
<b>Student</b>					
1604649	9780544503830 Houghton Mifflin Harcourt Math Expressions California Student ActivityBook Collection (Softcover) w/Mathboard 3 Year Grade 1	\$62.30	31	\$1,931.30	
1604649	9780544503830 Houghton Mifflin Harcourt Math Expressions California Student ActivityBook Collection (Softcover) w/Mathboard 3 Year Grade 1	\$62.56	3,278	\$205,071.68	
1566520	9780544251823 Houghton Mifflin Harcourt Go Math! SBAC Test Prep Student Edition Grade 1	\$5.19 <sup>C</sup>			3,309
<i>Included during each year of the adoption for 3 yrs</i>					
1604637	9780544503731 Math Expressions California Online Student Activity Book Collection 3 Year Grade 1	\$57.45			3,309
1567690	9780544258426 Houghton Mifflin Harcourt Math Expressions California Homework andRemembering Collection Grade 1	\$18.40 <sup>C</sup>			3,309
<i>Included during each year of the adoption for 3 yrs</i>					
1498795	9780547836263 Math Expressions Student Manipulatives Kit Grade 1	\$17.62 <sup>C</sup>			3,309
<b>Total for Student</b>				<b>\$207,002.98</b>	
<b>Teacher</b>					
1604631	9780544503670 Math Expressions California Online Teacher Digital Management Center 3 Year Grade 1 2015	\$665.10			132
1567705	9780544258761 Houghton Mifflin Harcourt Math Expressions California Teacher EditionCollection Grade 1	\$216.80 <sup>C</sup>			132
1566537	9780544251922 Houghton Mifflin Harcourt Go Math! SBAC Test Prep Teacher Edition Grade 1	\$9.78 <sup>C</sup>			132
1561207	9780544211582 Houghton Mifflin Harcourt Math Expressions California Assessment Guide Grade 1	\$67.63 <sup>C</sup>			132
1498519	9780547836133 Math Expressions Teacher's Resource Book Grade 1	\$60.89 <sup>C</sup>			132
1561193	9780544211445 Houghton Mifflin Harcourt Math Expressions California Homework and Remembering Blackline Masters Grade 1	\$174.70 <sup>C</sup>			132
1503120	9780547862118 Math Expressions Differentiated Instruction Cards Kit Grade 1	\$234.48 <sup>C</sup>			132
178262	9780618510498 Math Expressions Teacher MathBoard Grades 1-2	\$85.86 <sup>C</sup>			132
1497558	9780547825106 Math Expressions Math Center Challenge Easel Grade 1	\$84.53 <sup>C</sup>			132
1498820	9780547836522 Math Expressions Teacher Modeling Kit Grade 1	\$239.73 <sup>C</sup>			132
<b>Total for Teacher</b>					
<b>Total for Grade 1</b>				<b>\$207,002.98</b>	



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 k12orders@hnhpub.com

**Math Expressions 3yr English**

ISBN	Title	Sale Price	Purchase		Complimentary Quantity
			Quantity	Amount	
<b>Grade 2</b>					
<b>Student</b>					
1604650	9780544503151 Houghton Mifflin Harcourt Math Expressions California Student ActivityBook Collection (Softcover) w/Mathboard 3 Year Grade 2	\$62.56	3,505	\$219,272.80	
1604638	9780544503748 Math Expressions California Online Student Activity Book Collection 3 Year Grade 2	\$57.45			3,505
1566521	9780544251830 Houghton Mifflin Harcourt Go Math! SBAC Test Prep Student Edition Grade 2 <i>Included during each year of the adoption for 3 yrs</i>	\$5.19 <sup>c</sup>			3,505
1567691	9780544258730 Houghton Mifflin Harcourt Math Expressions California Homework andRemembering Collection Grade 2 <i>Included during each year of the adoption for 3 yrs</i>	\$18.40 <sup>c</sup>			3,505
1498796	9780547836270 Math Expressions Student Manipulatives Kit Grade 2	\$17.62 <sup>c</sup>			3,505
<b>Total for Student</b>				<b>\$219,272.80</b>	
<b>Teacher</b>					
1604632	9780544503687 Math Expressions California Online Teacher Digital Management Center 3 Year Grade 2 2015	\$665.10			140
1567706	9780544258778 Houghton Mifflin Harcourt Math Expressions California Teacher EditionCollection Grade 2	\$216.80 <sup>c</sup>			140
1566538	9780544251939 Houghton Mifflin Harcourt Go Math! SBAC Test Prep Teacher Edition Grade 2	\$9.78 <sup>c</sup>			140
1561208	9780544211599 Houghton Mifflin Harcourt Math Expressions California Assessment Guide Grade 2	\$67.63 <sup>c</sup>			140
1498520	9780547834344 Math Expressions Teacher's Resource Book Grade 2	\$60.89 <sup>c</sup>			140
1561194	9780544211452 Houghton Mifflin Harcourt Math Expressions California Homework and Remembering Blackline Masters Grade 2	\$174.70 <sup>c</sup>			140
1503117	9780547861975 Math Expressions Differentiated Instruction Cards Kit Grade 2	\$234.48 <sup>c</sup>			140
1497559	9780547825113 Math Expressions Math Center Challenge Easel Grade 2	\$84.53 <sup>c</sup>			140
1498821	9780547836539 Math Expressions Teacher Modeling Kit Grade 2	\$191.55 <sup>c</sup>			140
<b>Total for Teacher</b>					
<b>Total for Grade 2</b>				<b>\$219,272.80</b>	



**Houghton Mifflin Harcourt**

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**Math Expressions 3yr English**

ISBN	Title	Sale Price	Purchase		Complimentary Quantity
			Quantity	Amount	
<b>Grade 3</b>					
<b>Student</b>					
1604651	9780544503199 Houghton Mifflin Harcourt Math Expressions California Student ActivityBook Collection (Softcover) w/Mathboard 3 Year Grade 3	\$62.56	3,510	\$219,585.60	
1604639	9780544503762 Math Expressions California Online Student Activity Book Collection 3 Year Grade 3	\$57.45			3,510
1566522	9780544251847 Houghton Mifflin Harcourt Go Math! SBAC Test Prep Student Edition Grade 3 <i>Included during each year of the adoption for 3 yrs</i>	\$5.19 <sup>C</sup>			3,510
1567692	9780544258747 Houghton Mifflin Harcourt Math Expressions California Homework andRemembering Collection Grade 3 <i>Included during each year of the adoption for 3 yrs</i>	\$18.40 <sup>C</sup>			3,510
1498797	9780547836287 Math Expressions Student Manipulatives Kit Grade 3	\$17.62 <sup>C</sup>			3,510
<b>Total for Student</b>				<b>\$219,585.60</b>	
<b>Teacher</b>					
1604633	9780544503694 Math Expressions California Online Teacher Digital Management Center 3 Year Grade 3 2015	\$665.10			117
1567707	9780544258785 Houghton Mifflin Harcourt Math Expressions California Teacher EditionCollection Grade 3	\$216.80 <sup>C</sup>			117
1566539	9780544251946 Houghton Mifflin Harcourt Go Math! SBAC Test Prep Teacher Edition Grade 3	\$9.78 <sup>C</sup>			117
1561209	9780544211605 Houghton Mifflin Harcourt Math Expressions California Assessment Guide Grade 3	\$67.63 <sup>C</sup>			117
1498521	9780547837055 Math Expressions Teacher's Resource Book Grade 3	\$60.89 <sup>C</sup>			117
1561195	9780544211469 Houghton Mifflin Harcourt Math Expressions California Homework and Remembering Blackline Masters Grade 3	\$174.70 <sup>C</sup>			117
1503113	9780547862149 Math Expressions Differentiated Instruction Cards Kit Grade 3	\$234.48 <sup>C</sup>			117
178263	9780618510504 Math Expressions Teacher MathBoard Grade 3	\$85.86 <sup>C</sup>			117
1497560	9780547825120 Math Expressions Math Center Challenge Easel Grade 3	\$84.53 <sup>C</sup>			117
1498822	9780547836546 Math Expressions Teacher Modeling Kit Grade 3	\$49.73 <sup>C</sup>			117
<b>Total for Teacher</b>					
<b>Total for Grade 3</b>				<b>\$219,585.60</b>	



**Houghton Mifflin Harcourt**

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**Math Expressions 3yr English**

ISBN	Title	Sale Price	Purchase		Complimentary Quantity
			Quantity	Amount	
<b>Grade 4</b>					
<b>Student</b>					
1604652	9780544503847 Houghton Mifflin Harcourt Math Expressions California Student ActivityBook Collection (Softcover) w/Mathboard 3 Year Grade 4	\$62.56	3,488	\$218,209.28	
1604640	9780544503779 Math Expressions California Online Student Activity Book Collection 3 Year Grade 4	\$57.45			3,488
1566533	9780544251878 Houghton Mifflin Harcourt Go Math! SBAC Test Prep Student Edition Grade 4 <i>Included during each year of the adoption for 3 yrs</i>	\$5.19 <sup>C</sup>			3,488
1567693	9780544258372 Houghton Mifflin Harcourt Math Expressions California Homework andRemembering Collection Grade 4 <i>Included during each year of the adoption for 3 yrs</i>	\$18.40 <sup>C</sup>			3,488
1498798	9780547836294 Math Expressions Student Manipulatives Kit Grade 4	\$17.62 <sup>C</sup>			3,488
<b>Total for Student</b>				<b>\$218,209.28</b>	
<b>Teacher</b>					
1604634	9780544503700 Math Expressions California Online Teacher Digital Management Center 3 Year Grade 4 2015	\$665.10			116
1567708	9780544258792 Houghton Mifflin Harcourt Math Expressions California Teacher EditionCollection Grade 4	\$216.80 <sup>C</sup>			116
1566540	9780544251953 Houghton Mifflin Harcourt Go Math! SBAC Test Prep Teacher Edition Grade 4	\$9.78 <sup>C</sup>			116
1561210	9780544211612 Houghton Mifflin Harcourt Math Expressions California Assessment Guide Grade 4	\$67.63 <sup>C</sup>			116
1498522	9780547839066 Math Expressions Teacher's Resource Book Grade 4	\$60.89 <sup>C</sup>			116
1561196	9780544211476 Houghton Mifflin Harcourt Math Expressions California Homework and Remembering Blackline Masters Grade 4	\$174.70 <sup>C</sup>			116
1503118	9780547862019 Math Expressions Differentiated Instruction Cards Kit Grade 4	\$234.48 <sup>C</sup>			116
1060499	9780547214054 Math Expressions Teacher MathBoard Grade 4	\$85.86 <sup>C</sup>			116
1497561	9780547825137 Math Expressions Math Center Challenge Easel Grade 4	\$84.53 <sup>C</sup>			116
1498823	9780547836553 Math Expressions Teacher Modeling Kit Grade 4	\$33.15 <sup>C</sup>			116
<b>Total for Teacher</b>					
<b>Total for Grade 4</b>				<b>\$218,209.28</b>	



**Houghton Mifflin Harcourt**

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**Math Expressions 3yr English**

ISBN	Title	Sale Price	Purchase		Complimentary Quantity
			Quantity	Amount	
<b>Grade 5</b>					
<b>Student</b>					
1604653	9780544503915 Houghton Mifflin Harcourt Math Expressions California Student ActivityBook Collection (Softcover) w/Mathboard 3 Year Grade 5	\$62.56	3,344	\$209,200.64	
1604641	9780544503793 Math Expressions California Online Student Activity Book Collection 3 Year Grade 5	\$57.45			3,344
1566534	9780544251892 Houghton Mifflin Harcourt Go Math! SBAC Test Prep Student Edition Grade 5 <i>Included during each year of the adoption for 3 yrs</i>	\$5.19 <sup>C</sup>			3,344
1567694	9780544258723 Houghton Mifflin Harcourt Math Expressions California Homework andRemembering Collection Grade 5 <i>Included during each year of the adoption for 3 yrs</i>	\$18.40 <sup>C</sup>			3,344
1498799	9780547836317 Math Expressions Student Manipulatives Kit Grade 5	\$17.62 <sup>C</sup>			3,344
<b>Total for Student</b>				<b>\$209,200.64</b>	
<b>Teacher</b>					
1604635	9780544503717 Math Expressions California Online Teacher Digital Management Center 3 Year Grade 5 2015	\$665.10			111
1567709	9780544258815 Houghton Mifflin Harcourt Math Expressions California Teacher EditionCollection Grade 5	\$216.80 <sup>C</sup>			111
1566541	9780544251960 Houghton Mifflin Harcourt Go Math! SBAC Test Prep Teacher Edition Grade 5	\$9.78 <sup>C</sup>			111
1561211	9780544211629 Houghton Mifflin Harcourt Math Expressions California Assessment Guide Grade 5	\$67.63 <sup>C</sup>			111
1498553	9780547837277 Math Expressions Teacher's Resource Book Grade 5	\$60.89 <sup>C</sup>			111
1561197	9780544211483 Houghton Mifflin Harcourt Math Expressions California Homework and Remembering Blackline Masters Grade 5	\$174.70 <sup>C</sup>			111
1503122	9780547862132 Math Expressions Differentiated Instruction Cards Kit Grade 5	\$234.48 <sup>C</sup>			111
178265	9780618510528 Math Expressions Teacher MathBoard Grade 5	\$85.86 <sup>C</sup>			111
1497562	9780547825151 Math Expressions Math Center Challenge Easel Grade 5	\$84.53 <sup>C</sup>			111
1498824	9780547836560 Math Expressions Teacher Modeling Kit Grade 5	\$44.20 <sup>C</sup>			111
<b>Total for Teacher</b>					
<b>Total for Grade 5</b>				<b>\$209,200.64</b>	

<b>Proposal Summary</b>	
<b>Subtotal Purchase Amount:</b>	<b>\$1,266,788.94</b>
<b>Shipping &amp; Handling:</b>	<b>\$0.00</b>
<b>Sales Tax: (9.50%)</b>	<b>\$120,344.95</b>
<b>Total Cost of Proposal (PO Amount):</b>	<b>\$1,387,133.89</b>



**Math Expressions 3yr English**

**Total Cost of Proposal (PO Amount): \$ 1,387,133.89**

This is a cost proposal only. Orders submitted under this proposal on or before the expiration date are subject to acceptance at Houghton Mifflin Harcourt's main office and are subject to the applicable terms in Houghton Mifflin Harcourt's invoice issues for such order.

Date of Proposal: 6/16/2016

Proposal Expiration Date:8/15/2016



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Educational customers are billed at wholesale school price, f.o.b. shipping point, with a prepaid transportation charge and, unless the customer specifically requests otherwise, a charge for our guarantee of delivery is added to the invoice when shipped via U.S. Postal service. For educational customers preferring f.o.b. destination billing, ten and a half percent (10.5%) of wholesale school price is added and we pay transportation charges and guarantee delivery. Prices do not include any sales tax. Applicable sales tax, if any, will be added to the invoice unless an appropriate tax exemption certificate has been furnished to Houghton Mifflin Harcourt.

Upon receipt of purchase order, gratis items will be shipped in direct proportion to pupil materials purchased. If purchases vary from those included in this proposal, gratis items will change accordingly. Gratis items may also change if purchase is other than a direct school district to publisher order, such as via a third-party vendor or jobber.

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# Appendix A, Exhibit 2



# Houghton Mifflin Harcourt

**Cost Proposal**  
Prepared For  
**Oakland Usd**

For the Purchase of:  
**Math Expressions 3yr Spanish**

Prepared By  
Diane Deas  
diane.deas@hmhco.com

**PLEASE SUBMIT THIS PROPOSAL WITH YOUR PURCHASE ORDER.**



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**Math Expressions 3yr Spanish**

ISBN	Title	Sale Price	Purchase		Complimentary Quantity
			Quantity	Amount	
<b>Grade K</b>					
<b>Student</b>					
1629706	9780544716292 Math Expressions Spanish California Student Activity Book Collection(Softcover) 3-Year print subscription Grade K 2015	\$66.94	735	\$49,200.90	
1592673	9780544388789 Math Expressions Spanish California Homework and Remembering Collection Grade K <i>*Included during each year of the adoption for 3 years</i>	\$19.72 <sup>C</sup>			735
1566519	9780544251816 GO Math! SBAC Test Prep Student Edition Grade K <i>*Included during each year of the adoption for 3 years</i>	\$5.19 <sup>C</sup>			735
1498794	9780547836256 Math Expressions Student Manipulatives Kit Grade K	\$17.62 <sup>C</sup>			735
<b>Total for Student</b>				<b>\$49,200.90</b>	
<b>Teacher</b>					
1592666	9780544388710 Math Expressions Spanish California Teacher Edition Collection Grade K	\$231.99 <sup>C</sup>			29
1591071	9780544375338 Math Expressions Spanish California Assessment Guide with Answer Key Grade K	\$72.38 <sup>C</sup>			29
1525637	9780547999920 Expresiones en matematicas Teacher Resource Book Grade K	\$61.49 <sup>C</sup>			29
1591064	9780544375260 Math Expressions Spanish California Homework and Remembering Blackline Masters Grade K	\$186.97 <sup>C</sup>			29
1518057	9780547945682 Expresiones en matematicas Differentiated Instruction Card Kit Grade K	\$255.86 <sup>C</sup>			29
1506881	9780547883229 Expresiones en matematicas Math Center Challenge Easel Grade K	\$92.27 <sup>C</sup>			29
170829	9780618847020 Expresiones en matemáticas Mi libro para contar Superlibro Grade K Anno's Counting Book	\$75.58 <sup>C</sup>			29
1566536	9780544251915 GO Math! SBAC Test Prep Teacher Edition Grade K	\$9.78 <sup>C</sup>			29
1516939	9780547940939 Houghton Mifflin Harcourt Spanish Math Expressions Online DestinationMath 1 Year Grades K-6	\$1,596.17 <sup>C</sup>			29
<b>Total for Teacher</b>					
<b>Total for Grade K</b>				<b>\$49,200.90</b>	
<b>Grade 1</b>					
<b>Student</b>					
1629708	9780544716285 Math Expressions Spanish California Student Activity Book Collection(Softcover) w/Mathboard 3Y print sub Grade 1 2015	\$66.94	700	\$46,858.00	
1592674	9780544388796 Math Expressions Spanish California Homework and Remembering Collection Grade 1 <i>*Included during each year of the adoption for 3 years</i>	\$19.72 <sup>C</sup>			700
1566520	9780544251823 GO Math! SBAC Test Prep Student Edition Grade 1 <i>*Included during each year of the adoption for 3 years</i>	\$5.19 <sup>C</sup>			700
1498795	9780547836263 Math Expressions Student Manipulatives Kit Grade 1	\$17.62 <sup>C</sup>			700
<b>Total for Student</b>				<b>\$46,858.00</b>	
<b>Teacher</b>					
1506882	9780547883236 Expresiones en matematicas Math Center Challenge Easel Grade 1	\$92.27 <sup>C</sup>			28

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**Math Expressions 3yr Spanish**

ISBN	Title	Sale Price	Purchase		Complimentary Quantity
			Quantity	Amount	
<b>Grade 1</b>					
1592667	9780544388727 Math Expressions Spanish California Teacher Edition Collection Grade 1	\$231.99 <sup>C</sup>			28
1591072	9780544375345 Math Expressions Spanish California Assessment Guide with Answer Key Grade 1	\$72.38 <sup>C</sup>			28
1525638	9780547999081 Expresiones en matematicas Teacher Resource Book Grade 1	\$61.49 <sup>C</sup>			28
1591065	9780544375277 Math Expressions Spanish California Homework and Remembering Blackline Masters Grade 1	\$186.97 <sup>C</sup>			28
1518058	9780547945729 Expresiones en matematicas Differentiated Instruction Card Kit Grade 1	\$255.86 <sup>C</sup>			28
178262	9780618510498 Math Expressions Teacher MathBoards Grades 1-2	\$85.86 <sup>C</sup>			28
1498820	9780547836522 Math Expressions Teacher Modeling Kit Grade 1	\$239.73 <sup>C</sup>			28
1566537	9780544251922 GO Math! SBAC Test Prep Teacher Edition Grade 1	\$9.78 <sup>C</sup>			28
<b>Total for Teacher</b>					
<b>Total for Grade 1</b>				<b>\$46,858.00</b>	
<b>Grade 2</b>					
<b>Student</b>					
1629709	9780544716308 Math Expressions Spanish California Student Activity Book Collection(Softcover) w/Mathboard 3Y print sub Grade 2 2015	\$66.94	646	\$43,243.24	
1592675	9780544388802 Math Expressions Spanish California Homework and Remembering Collection Grade 2	\$19.72 <sup>C</sup>			646
<i>*Included during each year of the adoption for 3 years</i>					
1566521	9780544251830 GO Math! SBAC Test Prep Student Edition Grade 2	\$5.19 <sup>C</sup>			646
<i>*Included during each year of the adoption for 3 years</i>					
1498796	9780547836270 Math Expressions Student Manipulatives Kit Grade 2	\$17.62 <sup>C</sup>			646
<b>Total for Student</b>				<b>\$43,243.24</b>	
<b>Teacher</b>					
1592668	9780544388734 Math Expressions Spanish California Teacher Edition Collection Grade 2	\$231.99 <sup>C</sup>			25
1591073	9780544375352 Math Expressions Spanish California Assessment Guide with Answer Key Grade 2	\$72.38 <sup>C</sup>			25
1525639	9780547999012 Expresiones en matematicas Teacher Resource Book Grade 2	\$61.49 <sup>C</sup>			25
1591066	9780544375284 Math Expressions Spanish California Homework and Remembering Blackline Masters Grade 2	\$186.97 <sup>C</sup>			25
1518060	9780547945743 Expresiones en matematicas Differentiated Instruction Card Kit Grade 2	\$255.86 <sup>C</sup>			25
178262	9780618510498 Math Expressions Teacher MathBoards Grades 1-2	\$85.86 <sup>C</sup>			25
1506883	9780547883243 Expresiones en matematicas Math Center Challenge Easel Grade 2	\$92.27 <sup>C</sup>			25
1498821	9780547836539 Math Expressions Teacher Modeling Kit Grade 2	\$191.55 <sup>C</sup>			25
1566538	9780544251939 GO Math! SBAC Test Prep Teacher Edition Grade 2	\$9.78 <sup>C</sup>			25
<b>Total for Teacher</b>					
<b>Total for Grade 2</b>				<b>\$43,243.24</b>	
<b>Grade 3</b>					
<b>Student</b>					

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**Math Expressions 3yr Spanish**

ISBN	Title	Sale Price	Purchase		Complimentary Quantity
			Quantity	Amount	
<b>Grade 3</b>					
1629710	9780544716346 Math Expressions Spanish California Student Activity Book Collection(Softcover) w/Mathboard 3Y print sub Grade 3 2015	\$66.94	273	\$18,274.62	
1592676	9780544388819 Math Expressions Spanish California Homework and Remembering Collection Grade 3 <i>*Included during each year of the adoption for 3 years</i>	\$19.72 <sup>C</sup>			273
1566522	9780544251847 GO Math! SBAC Test Prep Student Edition Grade 3 <i>*Included during each year of the adoption for 3 years</i>	\$5.19 <sup>C</sup>			273
1498797	9780547836287 Math Expressions Student Manipulatives Kit Grade 3 	\$17.62 <sup>C</sup>			273
<b>Total for Student</b>				<b>\$18,274.62</b>	
<b>Teacher</b>					
1592669	9780544388741 Math Expressions Spanish California Teacher Edition Collection Grade 3	\$231.99 <sup>C</sup>			9
1591074	9780544375369 Math Expressions Spanish California Assessment Guide with Answer Key Grade 3	\$72.38 <sup>C</sup>			9
1525640	9780547998343 Expresiones en matematicas Teacher Resource Book Grade 3	\$61.49 <sup>C</sup>			9
1591067	9780544375291 Math Expressions Spanish California Homework and Remembering Blackline Masters Grade 3	\$186.97 <sup>C</sup>			9
1518059	9780547945736 Expresiones en matematicas Differentiated Instruction Card Kit Grade 3	\$255.86 <sup>C</sup>			9
178263	9780618510504 Math Expressions Teacher MathBoards Grade 3	\$85.86 <sup>C</sup>			9
1506884	9780547883250 Expresiones en matematicas Math Center Challenge Easel Grade 3	\$92.27 <sup>C</sup>			9
1498822	9780547836546 Math Expressions Teacher Modeling Kit Grade 3	\$49.73 <sup>C</sup>			9
1566539	9780544251946 GO Math! SBAC Test Prep Teacher Edition Grade 3	\$9.78 <sup>C</sup>			9
<b>Total for Teacher</b>					
<b>Total for Grade 3</b>				<b>\$18,274.62</b>	
<b>Grade 4</b>					
<b>Student</b>					
1629711	9780544716377 Math Expressions Spanish California Student Activity Book Collection(Softcover) 3-Year print subscription Grade 4 2015	\$66.94	110	\$7,363.40	
1592677	9780544388826 Math Expressions Spanish California Homework and Remembering Collection Grade 4 <i>*Included during each year of the adoption for 3 years</i>	\$19.72 <sup>C</sup>			110
1566533	9780544251878 GO Math! SBAC Test Prep Student Edition Grade 4 <i>*Included during each year of the adoption for 3 years</i>	\$5.19 <sup>C</sup>			110
1498798	9780547836294 Math Expressions Student Manipulatives Kit Grade 4 	\$17.62 <sup>C</sup>			110
<b>Total for Student</b>				<b>\$7,363.40</b>	
<b>Teacher</b>					
1592670	9780544388758 Math Expressions Spanish California Teacher Edition Collection Grade 4	\$232.00 <sup>C</sup>			4
1591075	9780544375376 Math Expressions Spanish California Assessment Guide with Answer Key Grade 4	\$72.38 <sup>C</sup>			4
1525641	9780547998114 Expresiones en matematicas Teacher Resource Book Grade 4	\$61.49 <sup>C</sup>			4
1591068	9780544375307 Math Expressions Spanish California Homework and Remembering Blackline Masters Grade 4	\$186.97 <sup>C</sup>			4

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**Math Expressions 3yr Spanish**

ISBN	Title	Sale Price	Purchase		Complimentary Quantity
			Quantity	Amount	
<b>Grade 4</b>					
1518061	9780547945774 Expresiones en matematicas Differentiated Instruction Card Kit Grade 4	\$255.86 <sup>C</sup>			4
1060499	9780547214054 Math Expressions Teacher MathBoards Grade 4	\$85.86 <sup>C</sup>			4
1506885	9780547883267 Expresiones en matematicas Math Center Challenge Easel Grade 4	\$92.27 <sup>C</sup>			4
1498823	9780547836553 Math Expressions Teacher Modeling Kit Grade 4	\$33.15 <sup>C</sup>			4
1566540	9780544251953 GO Math! SBAC Test Prep Teacher Edition Grade 4	\$9.78 <sup>C</sup>			4
<b>Total for Teacher</b>					
<b>Total for Grade 4</b>					<b>\$7,363.40</b>
<b>Grade 5</b>					
<b>Student</b>					
1629712	9780544716278 Math Expressions Spanish California Student Activity Book Collection(Softcover) 3-Year print subscription Grade 5 2015	\$66.94	99	\$6,627.06	
1592678	9780544388833 Math Expressions Spanish California Homework and Remembering Collection Grade 5 <i>*Included during each year of the adoption for 3 years</i>	\$19.72 <sup>C</sup>			99
1566534	9780544251892 GO Math! SBAC Test Prep Student Edition Grade 5 <i>*Included during each year of the adoption for 3 years</i>	\$5.19 <sup>C</sup>			99
1498799	9780547836317 Math Expressions Student Manipulatives Kit Grade 5	\$17.62 <sup>C</sup>			99
<b>Total for Student</b>					<b>\$6,627.06</b>
<b>Teacher</b>					
1592671	9780544388765 Math Expressions Spanish California Teacher Edition Collection Grade 5	\$232.00 <sup>C</sup>			4
1591076	9780544375383 Math Expressions Spanish California Assessment Guide with Answer Key Grade 5	\$72.38 <sup>C</sup>			4
1525642	9780547998565 Expresiones en matematicas Teacher Resource Book Grade 5	\$61.49 <sup>C</sup>			4
1591069	9780544375314 Math Expressions Spanish California Homework and Remembering Blackline Masters Grade 5	\$186.97 <sup>C</sup>			4
1518062	9780547945781 Expresiones en matematicas Differentiated Instruction Card Kit Grade 5	\$255.81 <sup>C</sup>			4
178265	9780618510528 Math Expressions Teacher MathBoards Grade 5	\$85.86 <sup>C</sup>			4
1506886	9780547883274 Expresiones en matematicas Math Center Challenge Easel Grade 5	\$92.27 <sup>C</sup>			4
1498824	9780547836560 Math Expressions Teacher Modeling Kit Grade 5	\$44.20 <sup>C</sup>			4
1566541	9780544251960 GO Math! SBAC Test Prep Teacher Edition Grade 5	\$9.78 <sup>C</sup>			4
<b>Total for Teacher</b>					
<b>Total for Grade 5</b>					<b>\$6,627.06</b>

**Proposal Summary**

**Subtotal Purchase Amount: \$171,567.22**  
**Shipping & Handling: \$0.00**  
**Sales Tax: (9.50%) \$16,298.89**  


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**Total Cost of Proposal (PO Amount): \$187,866.11**

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Proposal for  
Oakland Usd

Math Expressions 3yr Spanish

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Math Expressions 3yr Spanish

Total Cost of Proposal (PO Amount): \$ 187,866.11

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Proposal Expiration Date: 7/31/2016




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Educational customers are billed at wholesale school price, f.o.b. shipping point, with a prepaid transportation charge and, unless the customer specifically requests otherwise, a charge for our guarantee of delivery is added to the invoice when shipped via U.S. Postal service. For educational customers preferring f.o.b. destination billing, ten and a half percent (10.5%) of wholesale school price is added and we pay transportation charges and guarantee delivery. Prices do not include any sales tax. Applicable sales tax, if any, will be added to the invoice unless an appropriate tax exemption certificate has been furnished to Houghton Mifflin Harcourt.

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