

**COMMONWEALTH OF PENNSYLVANIA  
STATE SYSTEM OF HIGHER EDUCATION**

**Contract Inquiry No. 4900000530-A1**

**THIS AMENDMENT**, is made and entered into between Pennsylvania's State System of Higher Education (2300 Vartan Way, Suite 207, Harrisburg, Pennsylvania 17110), an agency of the Commonwealth of Pennsylvania (hereinafter "State System")

and

Honorlock, Inc. at 2500 North Military Trail, Suite 322, Boca Raton, FL 33431 acting through its proper officials, (hereinafter referred to as "Contractor" or "Honorlock") (Federal I.D. #82-1939155).

Both the State System and Contractor, when used together, are hereinafter referred to as "Parties". The State System is an instrumentality of the Commonwealth of Pennsylvania, established by and existing pursuant to Article XX-A of the Public School Code of 1949, as amended, 24 P.S. § 20-2001-A, et seq., and is authorized thereby to enter into this Contract.

**WHEREAS**, the Parties entered into an agreement for Online Proctoring Services on March 29, 2021, in Contract No. 4900000530; and

**WHEREAS**, the Parties are mutually agreeable to amend the original Contract to include additional product offerings as described below.

**NOW THEREFORE**, for and in consideration of the foregoing and the mutual promises hereinafter expressed and intending to be legally bound hereby, the Parties hereby do agree to the following amendment:

1. Contractor's additional product offerings are described as follows. Pricing for the additional product offerings is attached hereto, incorporated herein and marked as Attachment A.

a. **Record and Review.** Honorlock's Record and Review solution has every exam session in its entirety manually reviewed by an Honorlock certified proctor. Once an exam has been completed, Honorlock's Record and Review proctor team begins the review process of the recorded exam session and flags of any additional violations and/or de-escalations. The members of the Record and Review team will start reviewing exam sessions as they are completed. An email of the exam summary report is sent to the faculty once all sessions have been reviewed. The turnaround time is 72 hours

from the exam end date. Record and Review solution can include either AI or AI and Live Proctor Pop-In.

b. **Automated (AI).** Honorlock's fully automated solution uses artificial intelligence to detect suspicious behavior and flags incidents for instructor review. The log of any aberrations/instances of potential academic dishonesty is immediately available to the instructor for review in the Learning Management System once the student completes the assessment. The recorded video is also available for instructor review once the session is complete. The vast majority of the time, the recorded video is available for review within thirty minutes after the exam is completed but can take up to twenty-four hours during high-volume times for the video to compile.

c. **Live Proctor Pop-In.** Honorlock's Live Proctor Pop-In is the industry's first hybrid between automated and live proctoring. With Honorlock's Live Pop-In feature, AI runs in the background and notifies proctors of any suspicious activity or noted inconsistency with the testing guidelines. Honorlock's live proctors then enter an analysis window, where they view the exam taker taking the exam in a one-to-one setting and determine if the incident warrants interrupting their session. Once in the exam taker's exam session, the live proctor can further assess the situation and interact directly with the exam taker. The proctor works with the exam taker to correct the deficiency. If a potential academic violation is suspected or apparent, the proctor requires the exam taker to immediately stop that activity, and the instructor is contacted directly via email within an hour after the exam is completed. For all other violations, the exam taker's session is marked with an indicator that a pop-in occurred. By performing these functions, Honorlock's team of proctors helps to maintain integrity throughout the assessment and attempts to redirect any exam taker who might be engaging in unethical behavior. Additionally, this can prevent the exam taker from having future incidents within the exam and guide them to take the exam within the parameters and guidelines set forth by the instructor. If proctors discover an incident that they feel the faculty should review, an email is sent to the instructor. This hybrid approach of using AI to detect, with the highest accuracy, integrity incidents and only popping into sessions where it's required, Honorlock can scale while maintaining a 1:1 proctor to exam taker ratio for all proctoring interactions. Live Pop-in keeps the human touch yet delivers a much less intimidating and non-invasive testing experience for the student.

2. All other terms and conditions of Contract No. 4900000530 not modified in this Amendment shall remain in full force and effect and be considered incorporated herein as part of the Amended Contract. Said Original Contract is attached hereto, incorporated herein and marked as Attachment B.

**IN WITNESS WHEREOF**, the Parties hereto have caused this Amendment to be executed pursuant to due and legal action authorizing the same to be done the dates listed below.

FOR THE CONTRACTOR:



\_\_\_\_\_  
Individual or Partner or Member Date  
(if Contractor is an individual or partnership  
or limited liability company)

CFO

\_\_\_\_\_  
Title 11/09/2023




\_\_\_\_\_  
President or Vice President Date  
(Indicate Title)

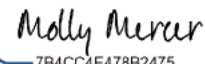
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Secretary or Treasurer Date  
(Indicate Title)

*Note regarding signatures above. If a corporation, two signatures are required, one being the President or Vice President, the second being the Secretary or Treasurer. Signatory authority of either signatures can be delegated provided there is a certified Board resolution presented with this contract.*

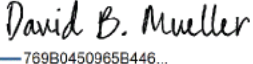
FOR THE STATE SYTEM:

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\_\_\_\_\_  
Director, Procurement Shared Services

APPROVED AS TO FISCAL  
RESPONSIBILITY, BUDGETARY  
APPROPRIATENESS AND AVAILABILTY

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\_\_\_\_\_  
Chief Financial Officer

APPROVED AS TO FORM AND LEGALITY

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\_\_\_\_\_  
University Legal Counsel

N/A- SOW Amendment Only

\_\_\_\_\_  
Deputy Attorney General

N/A- SOW Amendment Only

\_\_\_\_\_  
Office of General Counsel



**ADDENDUM FOR ADDITIONAL SOLUTIONS 11.01.23**

Pennsylvania’s State System of Higher Education  
 Online Proctoring Solutions  
 RFP #2020-COOP-LAV-45  
 COST PROPOSAL

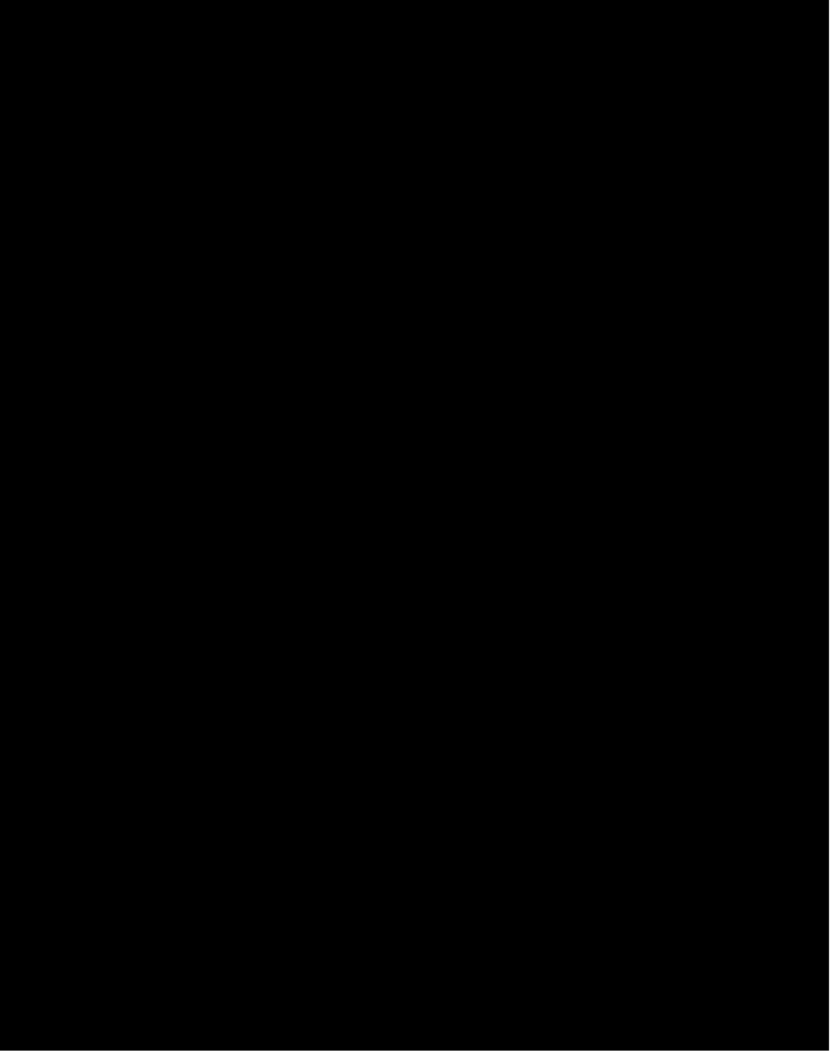

RECORD AND REVIEW	HONORLOCK
Exam Length	
Record and Review Per Exam / First Hour	
Record and Review Per Exam / Additional Hours	
Comments	
Record and Review Per Student - Unlimited Use Annual	
Comments	
Implementation	
Training	
Live-ID Verification	
Lockdown Browser	
Webcam Recordings	
Screen Recordings	
Discounted Pricing off List Price	
Volume Pricing	
Annual Renewal Rate – YR 2	
Annual Renewal Rate – YR 3	
Annual Renewal Rate – YR 4	
Annual Renewal Rate – YR 5	
Value Add Offerings:	

VOLUME PRICING PER NUMBER OF STUDENTS ANNUALLY

RECORD AND REVIEW SERVICES	HONORLOCK
1,000+ Users	
5,000+ Users	
10,000+ Users	
15,000+ Users	
25,000+ Users	
50,000+ Users	

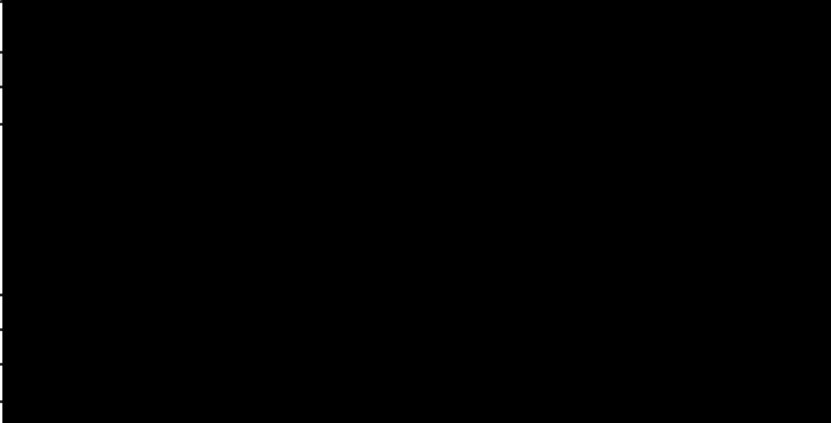
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<b>AUTOMATED AND RECORD AND REVIEW</b>	<b>HONORLOCK</b>
Exam Length	
Automated and Record and Review Per Exam/ Per Hour	
Automated and Record and Review Per Exam/ Additional Hours	
Comments	
Automated and Record and Review Per Student - Unlimited Use Annual	
Comments	
Implementation	
Training	
Live-ID Verification	
Lockdown Browser	
Webcam Recordings	
Screen Recordings	
Discounted Pricing off List Price	
Volume Pricing	
Annual Renewal Rate – YR 2	
Annual Renewal Rate – YR 3	
Annual Renewal Rate – YR 4	
Annual Renewal Rate – YR 5	
Value Add Offerings:	

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Online Proctoring Solutions  
RFP #2020-COOP-LAV-45  
COST PROPOSAL

<b>AUTOMATED WITH ONLINE PROCTORING</b>	<b>HONORLOCK</b>
Pilot Program	
Comments	
Implementation	
Training	
Live-ID Verification	
Lockdown Browser	
Webcam Recordings	