

(ATTACHMENT 5) ACTION ON THE AWARD OF PROFESSIONAL SERVICES CONTRACTS

Purchase Requisition Number: CR024491

Contract Number: C025510

Vendor Number: V0125709

**MILWAUKEE BOARD OF SCHOOL DIRECTORS
PROFESSIONAL SERVICES CONTRACT
FIRST EXTENSION & MODIFICATION**

On August 1, 2016, the Milwaukee Board of School Directors (“MPS”) and Houghton Mifflin Harcourt Publishing Company (“Contractor”) entered into Professional Services Contract number C025510 (“Contract”) with a term of August 1, 2016 through June 30, 2017. The Contract, (¶ 2), provided for two additional one-year extensions upon mutual written consent of the parties and in consideration of the performance metrics listed therein. Based on the Contractor’s achievement of those performance metrics, the parties now mutually agree to extend the Contract for the first additional one-year term.

As such, the Contract will be extended for a second term, from July 1, 2017 through June 30, 2018, under the same terms and conditions as set forth in the Contract, except as specifically set forth below.

The amount to be encumbered on the Contract shall not exceed \$544,500.00 in Year 2.

In accordance with ¶ 20 of the Contract, the parties modify those terms and conditions identified below.

MODIFIED TERMS:

1. Paragraph 3 is modified to include the following provision: “Total compensation under this Contract for the term from July 1, 2017 through June 30, 2018 shall not exceed \$544,500.00.”
2. Paragraph 8 of the Contract is deleted in its entirety and replaced with the following:

“Contractor understands and agrees that financial responsibility for claims or damages to any person, or to Contractor’s employees and agents, shall rest with the Contractor. Contractor and its subcontractors shall effect and maintain any insurance coverage, including, but not limited to, Workers’ Compensation, Employers’ Liability, General Liability, Contractual Liability, Automobile Liability and Umbrella Liability to support such financial obligations. The indemnification obligation, however, shall not be reduced in any way by existence or non-existence, limitation, amount or type of damages, compensation, or benefits payable under Workers’ Compensation laws or other insurance provisions.

The minimum limits of insurance required of the Contractor by MPS shall be:

Workers’ Compensation	Statutory Limits
Employers’ Liability	\$100,000 per occurrence
General Liability	\$1,000,000 per occurrence/\$2,000,000 aggregate
Auto Liability	\$1,000,000 per occurrence
Umbrella (excess) Liability	\$1,000,000 per occurrence

The Milwaukee Board of School Directors shall be named as an additional insured under Contractor’s and subcontractors’ general liability insurance and umbrella liability insurance. Evidence of all required insurances of Contractor shall be submitted electronically to MPS via its third party vendor, EXIGIS Risk Management Services. Waivers and exceptions to the above limits will be in the sole discretion of MPS and shall be recorded in the EXIGIS system, which records are incorporated into this Contract by reference. The certificate of insurance or

policies of insurance evidencing all coverages shall include a statement that MPS shall be afforded a thirty (30) day written notice of cancellation, non-renewal or material change by any of Contractor's insurers providing the coverages required by MPS for the duration of this Contract."

CONTRACTOR

MILWAUKEE BOARD OF SCHOOL DIRECTORS

By: _____

By: _____

*Kari H. Race J.D., Acting Director
Procurement & Risk Management*

Date: _____

Date: _____

Houghton Mifflin Harcourt Publishing Company
125 High Street
Boston, MA 02110

By: _____

*Darienne B. Driver, Ed.D.
Superintendent of Schools*

Tax ID:

Date: _____

Budget code(s): GEN-0-0-INV-DW-ETXB

By: _____

*Mark A. Sain, President
Milwaukee Board of School Directors*

Date: _____

Board Approval Date: _____

Reviewed By: _____

Risk Management

Date: _____