



**Professional Development Services Agreement ("Agreement")
made as of 08/05/2015 between Discovery Education, Inc. ("Discovery") and
THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA ("Customer")**

1. In connection with and subject to Customer's current and valid license for authorized access to Discovery's digital textbook platform known as Discovery Education Science Techbook, (the "Customer License"), Customer agrees to purchase, and Discovery agrees to provide, the Professional Development Services set forth in Exhibit A attached hereto.
2. The "Term" shall be 09/02/2015 through and including 09/01/2018 as further set forth below:
 - "Period 1" shall mean the period 09/02/2015 through and including 09/01/2016
 - "Period 2" shall mean the period 09/02/2016 through and including 09/01/2017
 - "Period 3" shall mean the period 09/02/2017 through and including 09/01/2018
3. The pricing for the Professional Development Services (the "Fees") shall be as follows:

**Discovery Education Services
Period 1**

Qty	Description	Price/Year	Discounted Price/Year	Total
Discovery Education Professional Development Services				
2	One On-Site Session (Up to 6 hours) w/1 PD Specialist for up to 25 participants STEM Teacher Modules	\$2,500.00	n/a	\$5,000.00
75	One On-Site Session (Up to 6 hours) w/1 PD Specialist for up to 4 participants Teacher Instructional Coaching Support	\$2,500.00	\$2,455.00	\$184,125.00
2	One On-Site Session (Up to 6 hours) w/1 PD Specialist for up to 25 participants Administrator STEM Professional Development	\$2,500.00	n/a	\$5,000.00
3	One On-Site Session (Up to 6 hours) w/1 PD Specialist for up to 2 participants Administrator Professional Coaching	\$2,500.00	n/a	\$7,500.00
2	One 1-Hour On-line Webinar Session STEM Family Night – Pre-Event Support	\$250.00	\$227.50	\$455.00
1	One On-Site Session (Up to 6 hours) w/1 PD Specialist for up to 25 participants STEM Family Night – Event Support	\$2,500.00	n/a	\$2,500.00
Total				\$204,580.00

**Discovery Education Services
Period 2**

Qty	Description	Price/Year	Discounted Price/Year	Total
Discovery Education Professional Development Services				
2	One On-Site Session (Up to 6 hours) w/1 PD Specialist for up to 25 participants STEM Teacher Modules	\$2,500.00	n/a	\$5,000.00
45	One On-Site Session (Up to 6 hours) w/1 PD Specialist for up to 4 participants Teacher Instructional Coaching Support	\$2,500.00	\$2,455.00	\$110,475.00
2	One On-Site Session (Up to 6 hours) w/1 PD Specialist for up to 25 participants Administrator STEM Professional Development	\$2,500.00	n/a	\$5,000.00
3	One On-Site Session (Up to 6 hours) w/1 PD Specialist for up to 2 participants Administrator Professional Coaching	\$2,500.00	n/a	\$7,500.00
2	One 1-Hour On-line Webinar Session STEM Family Night – Pre-Event Support	\$250.00	\$227.50	\$455.00
1	One On-Site Session (Up to 6 hours) w/1 PD Specialist for up to 25 participants STEM Family Night – Event Support	\$2,500.00	n/a	\$2,500.00
Total				\$130,930.00



**Discovery Education Services
Period 3**

Qty	Description	Price/Year	Discounted Price/Year	Total
Discovery Education Professional Development Services				
2	One On-Site Session (Up to 6 hours) w/1 PD Specialist for up to 25 participants STEM Teacher Modules	\$2,500.00	n/a	\$5,000.00
42	One On-Site Session (Up to 6 hours) w/1 PD Specialist for up to 4 participants Teacher Instructional Coaching Support	\$2,500.00	\$2,445.00	\$102,690.00
2	One On-Site Session (Up to 6 hours) w/1 PD Specialist for up to 25 participants Administrator STEM Professional Development	\$2,500.00	n/a	\$5,000.00
2	One On-Site Session (Up to 6 hours) w/1 PD Specialist for up to 2 participants Administrator Professional Coaching	\$2,500.00	n/a	\$5,000.00
2	One 1-Hour On-line Webinar Session STEM Family Night – Pre-Event Support	\$250.00	\$150.00	\$300.00
1	One On-Site Session (Up to 6 hours) w/1 PD Specialist STEM Family Night – Event Support	\$2,500.00	n/a	\$2,500.00
			Total	\$120,490.00

Grand Total **\$456,000.00**

4. The Fees for the Professional Development Services are due and payable no later than 30 days after receipt of invoice. Invoices will be sent at the end of each quarter for any and all professional development services delivered during the previous quarter.
5. The date, time and place of the professional development services shall be mutually agreed to by the parties provided all professional development trainings shall be completed by no later than September 1 of each Term Period.
6. Customer acknowledges that the rights granted by Discovery under this Agreement are at all times during the Term subject to and contingent upon a valid and current Customer License
7. Any content provided by Discovery during the Professional Development, in any format ("the Content"), is the property of Discovery. Customer acknowledges that it does not gain any ownership interest in the Content by using the Content.
8. Customer is commissioning an evaluation report from a third party assessing the impact of, among other things, Discovery's services on learning goals within Park Ridge Elementary School (the "Evaluation Report"). The parties acknowledge that Discovery has discounted the Fees for the Professional Development Services provided through the Term as set forth above by \$8,000.00 and such discount is in full consideration for, and Customer hereby grants to Discovery, a license to access, publish, copy and otherwise use the Evaluation Report commissioned by Customer and any results included within the Evaluation Report in any format, for any reasonable business purposes including, without limitation, in Discovery's marketing and promotional materials.
9. Background Checks. Discovery represents and warrants the following regarding security clearances of those employees and independent contractors who deliver professional development services. Discovery conducts the following checks on any employees or contractors it sends onto school campuses to perform professional development and related services where students may be present ("PD Specialists") at the time of hire and refreshes such checks on an annual basis:
 - Criminal Records Check
 - FBI Fingerprint Clearance
 - Check of all state, local and tribal sex offender (and related) registries that are linked to the national search maintained by the United States Department of Justice Sex Offender Public Website located at <http://www.nsopw.gov/>



For the sake of clarity, the nature of the services offered by Discovery are such that Discovery's PD Specialists are always in the presence of and under the supervision of school district personnel. Further, Discovery agrees to provide, upon request, copies of records documenting the above-referenced background checks for such PD Specialists that shall be performing services on school grounds.

Discovery agrees to comply with Sections 1012.32 and 1012.465 of the Florida Statutes, as applicable. The parties agree that the failure of Discovery to comply with the requirements of Sections 1012.32 and 1012.465 of the Florida Statutes shall constitute a material breach of this Agreement entitling Customer to terminate immediately with no further responsibilities or duties to perform under this Agreement. Discovery agrees to indemnify and hold harmless Customer, its officers and employees from any third-party liability in the form of physical or mental injury, death or property damage resulting from Discovery's failure to comply with the requirements herein.

- 10. Discovery understands that government entities, such as Customer, may be required to disclose information pursuant to applicable open records acts. Prior to any such disclosure, Customer shall make any claim of privilege that may be applicable to prevent such disclosure and will make reasonable efforts to give Discovery reasonable prior notice and a reasonable opportunity to resist such disclosure. In all other respects, all provisions of this Agreement ("Confidential Information") shall be kept strictly confidential by Customer and may not be disclosed without prior written consent, except for any disclosure required by any order of a court or governmental authority with jurisdiction over Customer.
- 11. Customer certifies that Customer is exempt from all federal, state, and local taxes and will furnish Discovery with copies of all relevant certificates demonstrating such tax-exempt status upon request. In the event Customer is not exempt from certain of such taxes, Customer agrees to remit payment for such taxes to Discovery.
- 12. Customer may terminate this Agreement for convenience and without cause upon thirty days written notice to Discovery. In the event of such termination, Customer shall pay Discovery for all services rendered through the effective date of the termination.
- 13. This Agreement contains the entire understanding and supersedes all prior understandings between the parties relating to the subject matter herein. The terms and conditions set forth herein shall not be binding on Discovery, or any of its affiliates, until fully executed by an authorized signatory for both Customer and Discovery (or its applicable affiliate). Signatures may be exchanged in counterparts. Signatures transmitted electronically by fax or PDF shall be binding and effective as original ink signatures.

DISCOVERY EDUCATION, INC.

By: _____

Title: _____

Printed Name: _____

Date: _____

(Corporate Seal)

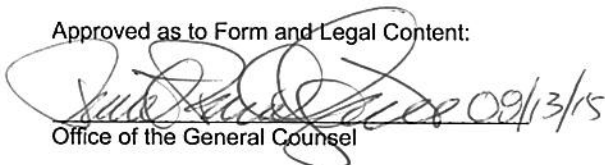
THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA

ATTEST:

Robert W. Runcie, Superintendent of Schools

By _____
Donna P. Korn, Chair

Approved as to Form and Legal Content:

 09/13/15
Office of the General Counsel

Ref No. O6UJ9C001ZJY



EXHIBIT A
Description of Professional Development Services

Audience	Professional Development Components
<p>PERIOD 1:</p> <p>STEM Teacher Modules</p> <p>Two, (2) Sessions (Up to 6 hours per Session)</p> <p>Maximum 25 Participants per Session</p> <p>Total: 2 PD Specialists</p>	<p>To prepare STEM teachers for the STEM Immersion Experience, PD Specialists will instruct participants in how to more effectively build and apply their knowledge and skills through the following professional learning course sequences:</p> <ul style="list-style-type: none"> ➤ Module 1: Getting Started with Discovery Education STEM ➤ Module 2: Centers-Based Teaching and Learning with STEM
<p>Teacher Instructional Coaching Support</p> <p>Seventy-Five, (75) Sessions (Up to 6 hours per Session)</p> <p>Maximum 4 Participants per Session</p> <p>Total: 75 PD Specialists</p>	<p>A PD Specialist will work directly with STEM teachers to provide instruction on how to:</p> <ul style="list-style-type: none"> ➤ Implement high quality STEM lessons effectively ➤ Utilize different levels of inquiry: direct, guided and open ➤ Engage students through personalized learning ➤ Focus on effective use of technology ➤ Create relevant real-world connections with focus on project-based learning
<p>Administrator STEM Professional Development</p> <p>Two, (2) Sessions (Up to 6 hours per Session)</p> <p>Maximum 25 Participants per Session</p> <p>Total: 2 PD Specialists</p>	<p>To build capacity for STEM Administrators for a STEM transformation, PD Specialists will support STEM administrators with a proactive approach to leading the STEM transformation. Administrators will be instructed on how to message the positive changes happening at the school and communicate the strategies for promoting the successes beyond the school's walls. These sessions will include the following course sequence:</p> <ul style="list-style-type: none"> ➤ Module 1: Leading the STEM Transition: Beginning the Journey ➤ Module 2: Leading the STEM Transition: Walking the Digital Walk
<p>Administrator Professional Coaching</p> <p>Three, (3) Sessions (Up to 6 hours per Session)</p> <p>Maximum 2 Administrative Teams per Session</p> <p>Total: 3 PD Specialists</p>	<p>STEM Coaches will work with the administrative leadership team to instruct them on how to continue to set goals, implement the strategic plan and oversee the logistics.</p>
<p>STEM Family Night</p> <p>Pre-Event Support Two, (2) 1-Hour Online Webinars</p> <p>One, (1) Event</p> <p>Total: 1 PD Specialist</p>	<p>The PD Specialist will provide pre-event planning support to the educators hosting the event. STEM Family Nights will give students of all ages and their parents the opportunity to experience a fun-filled, informative event using STEM digital content and practices through a variety of hands-on activities. Family Nights will put secondary students in the facilitator seat and will give them the chance to showcase their inventions and innovations as well as take an active leadership role in the STEM change movement taking place at their school. The PD Specialist will assist educators in facilitating the event.</p>



Audience	Professional Development Components
<p>PERIOD 2:</p> <p>STEM Teacher Modules</p> <p>Two, (2) Sessions (Up to 6 hours per Session)</p> <p>Maximum 25 Participants per Session</p> <p>Total: 2 PD Specialists</p>	<p>To prepare STEM teachers for the STEM Immersion Experience, PD Specialists will instruct participants in how to more effectively build and apply their knowledge and skills through the following professional learning course sequences:</p> <ul style="list-style-type: none"> ➤ Module 3: Maximizing Student Engagement with STEM ➤ Module 4: Developing High Quality STEM Lessons
<p>Teacher Instructional Coaching Support</p> <p>Forty-Five, (45) Sessions (Up to 6 hours per Session)</p> <p>Maximum 4 Participants per Session</p> <p>Total: 45 PD Specialists</p>	<p>A PD Specialist will continue to work directly with STEM teachers to provide instruction on how to:</p> <ul style="list-style-type: none"> ➤ Implement high quality STEM lessons effectively ➤ Utilize different levels of inquiry: direct, guided and open ➤ Engage students through personalized learning ➤ Focus on effective use of technology ➤ Create relevant real-world connections with focus on project-based learning
<p>Administrator STEM Professional Development</p> <p>Two, (2) Sessions (Up to 6 hours per Session)</p> <p>Maximum 25 Participants per Session</p> <p>Total: 2 PD Specialists</p>	<p>To build capacity for STEM Administrators for a STEM transformation, PD Specialists will continue to support STEM administrators with a proactive approach to leading the STEM transformation. Administrators will be instructed on how to message the positive changes happening at the school and communicate the strategies for promoting the successes beyond the school's walls. These sessions will include the following course sequence:</p> <ul style="list-style-type: none"> ➤ Module 3: Leading the STEM Transition: Integrating Digital Pedagogy ➤ Module 4: Implementing Project Based Learning in Your School
<p>Administrator Professional Coaching</p> <p>Three, (3) Sessions (Up to 6 hours per Session)</p> <p>Maximum 2 Administrative Teams per Session</p> <p>Total: 3 PD Specialists</p>	<p>STEM Coaches will continue to work with the administrative leadership team to instruct them on how to continue to set goals, implement the strategic plan and oversee the logistics.</p>
<p>STEM Family Night</p> <p>Customized Pre-Event Support</p> <p>One, (1) Event</p> <p>Total: 1 PD Specialist</p>	<p>The PD Specialist will provide pre-event planning support to the educators hosting the event. STEM Family Nights will give students of all ages and their parents the opportunity to experience a fun-filled, informative event using STEM digital content and practices through a variety of hands-on activities. Family Nights will put secondary students in the facilitator seat and will give them the chance to showcase their inventions and innovations as well as take an active leadership role in the STEM change movement taking place at their school. The PD Specialist will assist educators in facilitating the event.</p>



Audience	Professional Development Components
<p>PERIOD 3:</p> <p>STEM Teacher Modules</p> <p>Two, (2) Sessions (Up to 6 hours per Session)</p> <p>Maximum 25 Participants per Session</p> <p>Total: 2 PD Specialists</p>	<p>To prepare STEM teachers for the STEM Immersion Experience, PD Specialists will instruct participants in how to more effectively build and apply their knowledge and skills through the following professional learning course sequences:</p> <ul style="list-style-type: none"> ➤ Module 5: Assessing Student Progress in STEM ➤ Module 6: Transformation: Measuring Our Impact Through Student Voices
<p>Teacher Instructional Coaching Support</p> <p>Forty-Two, (42) Sessions (Up to 6 hours per Session)</p> <p>Maximum 4 Participants per Session</p> <p>Total: 42 PD Specialists</p>	<p>A PD Specialist will continue to work directly with STEM teachers to provide instruction on how to:</p> <ul style="list-style-type: none"> ➤ Implement high quality STEM lessons effectively ➤ Utilize different levels of inquiry: direct, guided and open ➤ Engage students through personalized learning ➤ Focus on effective use of technology ➤ Create relevant real-world connections with focus on project-based learning
<p>Administrator STEM Professional Development</p> <p>Two, (2) Sessions (Up to 6 hours per Session)</p> <p>Maximum 25 Participants per Session</p> <p>Total: 2 PD Specialists</p>	<p>To build capacity for STEM Administrators for a STEM transformation, PD Specialists will continue to support STEM administrators with a proactive approach to leading the STEM transformation. Administrators will be instructed on how to message the positive changes happening at the school and communicate the strategies for promoting the successes beyond the school's walls. These sessions will include the following course sequence:</p> <ul style="list-style-type: none"> ➤ Module 5: Building your STEM Community ➤ Module 6: How to Support Transdisciplinary Units in Practice
<p>Administrator Professional Coaching</p> <p>Two, (2) Sessions (Up to 6 hours per Session)</p> <p>Maximum 2 Administrative Teams per Session</p> <p>Total: 2 PD Specialists</p>	<p>STEM Coaches will continue to work with the administrative leadership team to instruct them on how to continue to set goals, implement the strategic plan and oversee the logistics.</p>
<p>STEM Family Night</p> <p>Customized Pre-Event Support</p> <p>One, (1) Event</p> <p>Total: 1 PD Specialist</p>	<p>The PD Specialist will provide pre-event planning support to the educators hosting the event. STEM Family Nights will give students of all ages and their parents the opportunity to experience a fun-filled, informative event using STEM digital content and practices through a variety of hands-on activities. Family Nights will put secondary students in the facilitator seat and will give them the chance to showcase their inventions and innovations as well as take an active leadership role in the STEM change movement taking place at their school. The PD Specialist will assist educators in facilitating the event.</p>