

**(ATTACHMENT 7) ACTION ON THE AWARD OF PROFESSIONAL SERVICES CONTRACTS**

Purchase Requisition Number: CR016843  
Contract Number: B0001145  
Vendor Number: V022602

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

On July 1, 2015, the Milwaukee Board of School Directors (“MPS”) and Lingua Pros, LLC (“Contractor”) entered into Professional Services Contract number B0001145 (“Contract”) with a term of July 1, 2015 through June 30, 2016. 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. The Contract was previously extended for the first one-year term (the “First Extension”). Based on the Contractor’s achievement of those performance metrics, the parties now mutually agree to extend the Contract for the second and final one-year term.

As such, the Contract will be extended, from July 1, 2017 through June 30, 2018 (“Year 3”), 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 \$333,334.00 in Year 3.

In accordance with ¶ 19 of the Contract, the parties modify those terms and conditions identified below.

**MODIFIED TERMS:**

1. Paragraph 3 of the Contract is modified as follows: the previous references to total compensation are deleted and replaced with “Total compensation under this Contract for Year 3 Shall not exceed \$333,334.00.”
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 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. 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: \_\_\_\_\_

Lingua Pros, LLC  
1328 Aberdeen Lane  
Inverness, IL 60067

By: \_\_\_\_\_

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

Tax ID: \_\_\_\_\_

Date: \_\_\_\_\_

Budget code(s): OGA-0-0-SSF-CI-ECTS

By: \_\_\_\_\_

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

Date: \_\_\_\_\_

Board Approval Date: \_\_\_\_\_

Reviewed By: \_\_\_\_\_

*Risk Management*

Date: \_\_\_\_\_