

**Amendment Number 2**  
to  
**Professional Services Agreement**  
**RFP No. 6497**  
for  
**Online Learning System Provider**  
between  
**The City of Waterbury, Connecticut**  
and  
**Imagine Learning LLC**

**THIS AMENDMENT #2**, effective on the date signed by the Mayor, is by and between the CITY OF WATERBURY, (the "City"), City Hall, 235 Grand Street, Waterbury, Connecticut and IMAGINE LEARNING LLC ("Contractor"), 100 S. Mill Ave., Suite 1700, Tempe, AZ 85281 (jointly referred to as the "Parties").

**WHEREAS**, the City entered into an Agreement with Edgenuity Inc. effective on July 30, 2020 for an Online Learning System (the "Agreement" or "Contract"); and

**WHEREAS**, Edgenuity Inc. and Contractor and the City entered into an Assignment and Assumption Agreement between Edgenuity Inc. and Contractor in which Edgenuity Inc. assigned and transferred to Contractor all of its rights, title, interest, responsibilities, obligations, benefits and burdens in the Agreement to Contractor effective on December 31, 2021; and

**WHEREAS**, The Parties executed Amendment No. 1 on June 29, 2023 to extend the term and provide additional compensation; and

**WHEREAS**, in accordance with Section 23 of the Agreement, the Parties hereby wish to further amend the Agreement to remove four (4) school locations from receiving services and add additional services, specifically American Sign Language, to two (2) school locations; and

**WHEREAS**, the Parties intend to remove the following four (4) school locations from receiving services: Duggan Elementary School, Jonathan Reed School, Gilmartin Elementary School and Carrington Elementary School. Further, the Parties intend to add American Sign Language services at the following two (2) locations: State Street School and Enlightenment School.

**NOW THEREFORE**, the parties hereby agree and covenant to amend the Contract as follows:


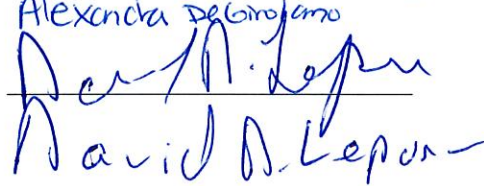
1. Paragraph 1.1 shall be deleted and replaced with the following language:
  - 1.1 "The Project consists of and Edgenuity shall provide Site Licenses for unlimited access to its online learning system for grades 6-12, courses/content to include core credit recovery, electives, world languages, advanced placement and test prep content including access to Edgenuity's Enhanced CTE course bundle for grades 9-12 to the

following schools: Waterbury Arts Magnet School, Waterbury Career Academy, Crosby High School, John F. Kennedy High School, Wilby High School, North End Middle School, Wallace Middle School, West Side Middle School, State Street School (ASL), Enlightenment School (ASL) (Wendell Cross Elementary School to be added when said school opens) as well as Professional Development and/or Instructional Services and other curriculum support, assessments, tools, as detailed and described in **Attachment A** “

3. All other terms, conditions and provisions of the Contract remain in full force and effect and binding upon the parties.

**IN WITNESS WHEREOF**, the parties hereto executed this Amendment Number 2 on the dates indicated below.

**WITNESSES:**

  
Alexandra DeGirojano  
  
David D. Lepore

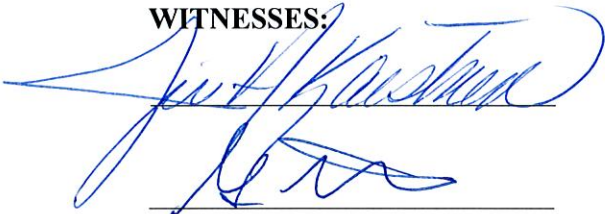
**CITY OF WATERBURY**

By:   
Paul K Pernerevski, Jr., Mayor

Date: 1/26/2025

APPROVED AS TO FORM  
  
Agency, Corporation Council's Office

**WITNESSES:**



**IMAGINE LEARNING LLC**

By: 

Its Kelly Staniec  
Vice President, Controller

Date: November 5, 2024