SUPERINTENDENT APPROVAL OF PURCHASE OR CONTRACT RENEWAL

Request for Payment ☐ New Contract/Agreement ☑

Addendum/Amendment ☐ Annual/Renewal ☐

Vendor Name: Branching Minds BIB#

Specific Description:

To execute a new contract for Multi-tiered System of Support Software Solution.

Purpose/Outcome:

Execute a new contract for a period of one (1) year Multi-tiered System of Support Software Solution.

Term: 1 year

Funding Source: : 10026601-535000-90223

Special Revenue:_____(Initial) Capital/Referendum/8%_____(Initial)

Costs: $120,700.00 Procurement Method: RFP 25-020

**Over $749,579,711.00 Board Approval Required:_____ (Initial)

MOUs and MOAs - Reviewed by Legal:_____ (Initial)

Requested by: _____ Date: 7.14.25

If applicable, by signing as the requester, you are confirming you have read and understand Proviso 1.93 (SDE: Partisanship Curriculum) and that the services provided by the contractor are in compliance with the order. Questions regarding the Proviso may be directed to the BCSD Legal Department.

APPROVED BY: 7-14-2025

Chief Officer: _____ Date:_____

CFO: Tonya Crosby Date: 7.14.25

Superintendent: _____ Date: 7/17/25

CONTRACTUAL AGREEMENT BETWEEN

DISTRICT AND CONTRACTOR FOR

MULTI-TIERED SYSTEM OF SUPPORT SOFTWARE SOLUTION

This contract is made on the 21st day of July 2025, by and between Beaufort County School District (BCSD) and Branching Minds, LLC. (Contractor).

The Project is to provide all services to a school district with Multi-tiered System of Support Software Solution for BCSD.

The parties hereto do agree as follows in consideration of the mutual promises, covenants and agreements as hereinafter set forth.

1. **TERMS AND CONDITIONS.** Contractor certifies that the scope of work/specifications as they apply to a Multi-tiered System of Support Software Solution and all terms and conditions within the BCSD Request for Proposals (RFP) #25-020 solicitation and the Contractor's Technical Proposal in response to the RFP shall be made part of the Contract as if incorporated therein.

2. **SCOPE OF WORK.** The contractor shall provide all services to provide a Multi-tiered System of Support Software Solution for BCSD to meet requirements within the BCSD Request for Proposals (RFP) #25-020 solicitation and the Contractor's Technical Proposal in response to the RFP. The solution shall allow district and school level administrators the capability to quickly and easily provide a Multi-tiered System of Support Software Solution.

3. **TERM.** This Agreement shall commence on July 21, 2025 and the base term of the agreement shall be for one (1) year, expiring July 20, 2026. BCSD has the option to renew the agreement for four (4) one-year extensions, for a total of five (5) years. Extensions beyond the five (5) year period require approval of the BCSD Superintendent.

4. **COMPENSATION**. BCSD shall pay the Contractor per Exhibit A (Price Sheet).

5. **INDEPENDENT CONTRACTOR**. The relationship of the Parties hereto shall at all times be that of independent contractor. Nothing in this relationship will create an employer-employee relationship, association, joint venture, partnership, or other form of legal entity or business enterprise between the Parties, their agents, employees or affiliates.

6. **DISPUTE RESOLUTION**. All disputes between the parties hereto under this Agreement must be resolved pursuant to the procedures of the Procurement Code of BCSD.

7. **NOTICES**. All notices, consents, approvals and the like required to be given hereunder shall be given in writing to BCSD at P.O. Drawer 309, Beaufort, S.C. 29901-0309 or to such other address as BCSD shall designate. All notices to the Contractor shall be given to Branching Minds, LLC, 157 Columbus Avenue, 4th FL, New York, NY 10023.

8. **WHOLE AGREEMENT**. This document, together with all subordinate and other documents incorporated by reference herein, will constitute the entire agreement between the parties with respect to the subject contained herein, supersedes all prior agreements and understandings, whether written or oral, and may only be modified by an amendment executed in writing by both parties.

   In the event of a conflict between the terms and conditions within the BCSD Request for Proposals (RFP) #25-020 solicitation and the Contractor response to the RFP, the former will govern.

The Parties hereto have duly executed this Agreement on the date first set forth above.

AGREED:

Branching Minds, LLC

By: David Magier

David Magier,
Chief Operating Officer

Beaufort County School District

By: _____

Frank J. Rodriguez,
Superintendent

Exhibit A

PRICE SHEET

Multi-tiered System of Support Software Solution with all required capabilities:

Year 1 All-Inclusive Base Cost:	**$105,600.00**
Implementation:	**$15,100.00**
Additional User Access/Accesses:	**$4.00**

Options
Year 2 : $105,600.00
Year 3 : $110,880.00
Year 4 : $116,424.00
Year 5 : $122,245.20