AGREEMENT BETWEEN

DISTRICT AND CONTRACTOR FOR

SPED PROFESSIONAL SERVICES

This agreement made on the 1st day of August, 2025, by and between Beaufort County School District (BCSD) and Positive Behavior Supports Corp. (Contractor).

The Project is to provide SPED Professional Services 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 and all terms and conditions within the BCSD Request for Proposal (RFP) #25-022 solicitation shall be made part of the Contract as if incorporated therein.

2. **SCOPE OF WORK.** The contractor shall provide all materials, labor, tools, and supervision to provide SPED Professional Services to BCSD.

3. **TERM.** This Agreement shall commence on date of the agreement and the base term of the agreement shall be for three (3) years. BCSD has the option to renew the agreement for two (2) 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 in accordance with Exhibit A.

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 Positive Behavior Supports Corp. at 7108 S. Kanner Hwy., Stuart, FL 34997.

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.

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

AGREED:

Positive Behavior Supports, Corp.

By: Nicole Postma-Gates

Nicole Postma-Gates
Director of Business Development

Beaufort County School District

By: _____

Dr. Frank Rodriguez
Superintendent

EXHIBIT A

POSITION	EMPLOYEE PAY-RATE	CONTRACTOR MARK-UP %
Registered Behavior Technician	$45/hr	38%