



## License and Purchase Agreement between Carnegie Learning Inc. and Crowley Independent School District

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Carnegie Learning, Inc. is a leading publisher of innovative, research-based math curricula for middle school, high school, and post-secondary students. We help students succeed in math, creating a gateway to graduation and preparing them for 21st century careers.

Partnering with educators for continued success, Carnegie Learning is working side-by-side with hundreds of schools and districts implementing our curricula, and we are dedicated to partnering with you to increase teacher effectiveness and student achievement in mathematics. As you work with our professional services team to implement a standards-based, student-centered curriculum and effectively integrate technology to inform data-driven instruction, your district will build the capacity you need to raise and sustain student achievement. Our goal is to support your team of teachers, coaches and leaders to obtain the results your students deserve.

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This agreement, dated March 31, 2022 is made by and between Carnegie Learning, Inc. (the "Company"), located at 501 Grant Street, Pittsburgh, PA, 15219 and Crowley Independent School District located at 512 Peach Street, Crowley, TX 76036 ("Client").

1. **Services to be provided.** The company will provide Carnegie Learning's Texas Math Solution textbooks, digital licenses and teacher materials in the quantities listed in Exhibit A.
2. **Term of Agreement.** This Agreement will begin March 31, 2022 and conclude June 30, 2026.
3. **Responsibilities of Company.** Materials and services will be rendered according to the agreed upon Exhibit A.
4. **Contracting outside Company Agreement.** Contracting with any Company employee or assign independently is forbidden.
5. **Payment and Terms.**
  - a. Payment is due net thirty days from date of invoice.
  - b. Payment will be subject to the terms as listed in Exhibit C.

1. Electronic Signatures

This Agreement and related documents may be signed in counterparts, and may be accepted in electronic form (e.g., by scanned copy of the signed document, an electronic or digital signature or other means of demonstrating assent) and each Party's acceptance will be deemed binding on the Parties. Computer maintained records of the Statement of Work and related documents when produced in hard copy form shall constitute business records and shall have the same validity as any other generally recognized business records.

IN WITNESS WHEREOF, each party has read and agrees to be legally bound by this Agreement, and has caused this Agreement to be executed by their duly authorized representative below as of the Effective Date written above.

**Crowley Independent School District**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

**Carnegie Learning**

By: Julie Katruska  
Name: Julie Katruska  
Title: CFO  
Date: 3/21/2022

## EXHIBIT A – LICENSOR CONTENT

### Carnegie Learning Offering:

### Pricing - Materials

The following is based on the above mentioned timeline:

CARNEGIE LEARNING

501 Grant St, STE 1075  
Pittsburgh, PA, 15219  
(888) 851-7094  
Send Payment to: PO Box 6001, Hermitage, PA 16148-1001

QUOTE NO: Q-31382

DATE: 3/2/2022  
EXPIRES ON: 4/1/2022

CONTACT INFORMATION

Crowley Ind School District  
PO BOX 688  
CROWLEY, TX, 76036

Nicholas Keith  
Chief Academic Officer  
817-297-5800  
nkeith@crowley.k12.tx.us

Sharon Roth  
9728242501  
sroth@carnegielearning.com

Digital Resources 22-23 THL

ITEM	DESCRIPTION	TERM	UNITS	NET TOTAL
MATHia Student License	MATHia per Student License		5,485	\$0.00
Texas Math Solution Digital Lessons	Texas Math Solution Annual Per Student License		5,485	\$0.00
Digital Resources 22-23 THL TOTAL:				\$0.00

Digital Resources 23-26

ITEM	DESCRIPTION	TERM	UNITS	NET TOTAL
MATHia Student License	MATHia per Student License	3 Yrs	5,485	\$301,071.65
Texas Math Solution Digital Lessons	Texas Math Solution Annual Per Student License	3 Yrs	5,485	\$233,386.75
Digital Resources 23-26 TOTAL:				\$534,458.40

Consumable Textbooks 24-26

ITEM	DESCRIPTION	TERM	UNITS	NET TOTAL
Texas Math Solution Student Edition Grade 6	Print Student Edition (Texas)	2 Yrs	875	\$33,250.00
Texas Math Solution Student Edition Grade 7	Print Student Edition (Texas)	2 Yrs	925	\$35,150.00
Texas Math Solution Student Edition Grade 8	Print Student Edition (Texas)	2 Yrs	1,035	\$39,330.00
Texas Math Solution Student Edition Algebra I	Print Student Edition (Texas)	2 Yrs	1,035	\$39,330.00
Texas Math Solution Student Edition Geometry	Print Student Edition (Texas)	2 Yrs	735	\$27,930.00
Texas Math Solution Student Edition Algebra II	Print Student Edition (Texas)	2 Yrs	880	\$33,440.00
Consumable Textbooks 24-26 TOTAL:				\$208,430.00

# Teacher Editions

ITEM	DESCRIPTION	TERM	UNITS	NET TOTAL
Texas Math Solution Teacher Edition Grade 6	Print Teacher Guide (Texas)		12	\$0.00
Texas Math Solution Teacher Edition Grade 7	Print Teacher Guide (Texas)		12	\$0.00
Texas Math Solution Teacher Edition Grade 8	Print Teacher Guide (Texas)		12	\$0.00
Texas Math Solution Teacher Edition Algebra I	Print Teacher Guide (Texas)		12	\$0.00
Texas Math Solution Teacher Edition Geometry	Print Teacher Guide (Texas)		12	\$0.00
Texas Math Solution Teacher Edition Algebra II	Print Teacher Guide (Texas)		12	\$0.00
Teacher Editions TOTAL:				\$0.00

SUBTOTAL: \$742,888.40

SHIPPING AND HANDLING: \$20,843.00

STATE SALES TAX: \$0.00

TOTAL: \$763,731.40



501 Grant St, STE 1075  
Pittsburgh, PA 15219  
(888) 851-7094  
Send Payment to: PO Box 6001, Hermitage, PA 16148-1001

QUOTE NO: Q-31369

DATE: 3/2/2022  
EXPIRES ON: 3/25/2022

## CONTACT INFORMATION

Crowley Ind School District  
PO BOX 688  
CROWLEY, TX, 76036

Nicholas Keith  
Chief Academic Officer  
817-297-5800  
nkeith@crowley.k12.tx.us

Sharon Roth  
9728242501  
sroth@carnegielearning.com

ITEM	DESCRIPTION	TERM	UNITS	NET TOTAL
PL Onsite Consulting, Coaching, & Support	Onsite Leadership Workshop		2	\$6,000.00
PL Onsite Consulting, Coaching, & Support	Onsite, Job-Embedded In-Classroom Support, Coaching, Consulting, or Partnership Meeting per day		18	\$48,600.00
PL Onsite Building Capacity Workshop	Onsite Building Capacity Workshop, per day (including materials), up to 25 participants per facilitator - intended for Math Coaches		2	\$9,000.00
PL Onsite Implementation Workshop	Onsite, Initial Implementation Workshop, per day (includes materials), up to 25 participants per facilitator		10	\$32,400.00

SUBTOTAL: \$96,000.00

SHIPPING AND HANDLING: \$0.00

STATE SALES TAX: \$0.00

TOTAL: \$96,000.00

## **EXHIBIT B – FEES**

Cost for three-year implementation including Texas Math Solution textbooks, digital licenses and teacher materials: \$838,888.40

Shipping: \$20,843.00

**TOTAL:** \$859,731.40

## **EXHIBIT C – Payment Schedule**

This constitutes an agreement between licensor and Crowley Independent School District, whereby Crowley Independent School District agrees to purchase products per the terms of this contract.

Purchasing Agent understands that this is a legally binding contract and certifies that they are authorized to act and sign on behalf of Crowley Independent School District. This contract constitutes Crowley Independent School District's agreement to the terms and conditions as outlined in the contract. No change to or modification of this order shall be binding unless agreed to by both parties in writing.

Crowley Independent School District agrees to pay full amount listed below and per the terms of EXHIBIT B. In the event of any dispute, chargeback transaction, refusal of shipment, or unpaid balance, Crowley Independent School District shall be liable for applicable collection fees, court costs, and attorney's fees to the extent the Texas law will cover.

### **Payment Schedule:**

Carnegie Learning will generate one invoice upon receipt of signed agreement. Crowley Independent School District is responsible for remitting payment as outlined in this agreement.

**Payment 1:** To be paid on or before April 30, 2022. Total amount of payment 1: \$96,000

**Payment 2:** To be paid on or prior to September 30, 2023. Total amount of payment 2: \$254,577.14

**Payment 3:** To be paid on or prior to September 30, 2024. Total amount of payment 3: \$254,577.13

**Payment 4:** To be paid on or prior to September 30, 2025. Total amount of payment 4: \$254,577.13

Carnegie Learning Account Executive:

Sharon Roth

Phone number: 972-824-2501

Email: [sroth@carnegielearning.com](mailto:sroth@carnegielearning.com)