

**APPROVE ENTERING INTO AN AGREEMENT WITH ROI LABS, LLC
TO CREATE COLLEGE AND CAREER READINESS TOOLKITS
AND ENTERING INTO A LIMITED LICENSE AGREEMENT WITH W.K. KELLOGG FOUNDATION**

THE CHIEF EXECUTIVE OFFICER REPORTS THE FOLLOWING DECISION:

Approve entering into an agreement with ROI Labs, LLC (Company) for the Board of Education of the City of Chicago (Contractor/Board) to produce College and Career Readiness Toolkits for a fee in the amount of \$439,215. Approve entering into a License Agreement with W.K Kellogg Foundation (Licensor/Foundation), who will own the intellectual property rights to the toolkits and grant the Board a three year no cost license to use the toolkits. Written agreements are being negotiated. The authority granted herein shall automatically rescind in the event these agreements are not executed within 90 days of the date of this Board Report. Information pertinent to these agreements is stated below.

Company: ROI Labs, LLC
640 North LaSalle Boulevard, Suite 490
Chicago, Illinois 60654
Attention: Angela Cobb
Telephone No.: 312-787-8787

Contractor/Board:
Board of Education of the City of Chicago
125 South Clark St, 12th Floor
Chicago, Illinois, 60603
Attention: Leslie Beller, Office of Pathways to College and Career
Telephone No.: 773-553-2476

Licensor: W.K Kellogg Foundation
One Michigan Ave. East
Battle Creek, MI 49017
Attention: Susan Katz Froning
Telephone No.: 262/969-2144
Fax: 269/969-2118

BACKGROUND INFORMATION: The Chicago Public Schools was selected as one of four national partners for the New Options Project, a social venture project managed by ROI Labs, LLC on behalf of the W.K. Kellogg Foundation. Chicago Public Schools was selected for participation based on its success in creating and adopting college and career readiness assessments, in particular the Employability Assessment. CPS successfully launched the assessment in 2010 to over 60 schools and has since expanded usage to over 175 community based organizations. The Board will produce two college and career readiness toolkits for ROI Labs, LLC (an Employability Assessment Toolkit and the Youth Human Capital Toolkit) for a fee of \$439,215. The W.K. Kellogg Foundation will own the intellectual property rights to all materials developed and will grant the Board a limited license to use the materials at no cost.

TERM: The term of the independent contractor agreement with ROI Labs, LLC shall commence on the date of execution of the agreement ("Effective Date") and shall end twelve (12) months after the Effective Date.

The term of the license agreement with the W.K. Kellogg Foundation shall be executed simultaneously with the ROI Agreement and shall grant the Board a no-fee limited license to use the toolkits for a term commencing on the date of execution of the license agreement ("Effective Date") and ending on December 31, 2016.

SCOPE OF SERVICES TO BE PROVIDED BY BOARD: The Board will develop two youth college and career development toolkits for Company and Licensor. This project is being funded with direct or indirect funding from the W.K. Kellogg Foundation and therefore, the Foundation will maintain the intellectual property rights to all materials developed and grant the Board a limited no-fee license for use of both toolkits for a term commencing on the Effective Date and ending on December 31, 2016. The toolkits are described below:

- Develop Employability Assessment Toolkit: This toolkit will support the scale of the Employability Assessment, a 21st century college and career readiness assessment targeting social/employability skills. This assessment was originally built pro-bono for Chicago Public Schools by the Chicago Workforce Investment Council in 2010. Board has authorization from the Chicago Workforce Investment Council to develop a toolkit incorporating the Assessment.
- Develop Youth Human Capital Toolkit: The Youth Human Capital Toolkit will translate college and career readiness skills into an employer engagement and marketing tool to increase skill-based hiring of youth.

DELIVERABLES TO BE PROVIDED BY BOARD: The Board will develop and produce toolkits that will include the following:

- **EMPLOYABILITY ASSESSMENT TOOLKIT DELIVERABLES:**
 - Literature review on social-cognitive skills development
 - Assessment adoption tools and processes aligned to 5 youth development areas
 - Comprehensive directions on scoring the assessment and using assessment data
 - Skills building curricular resources for classroom/program use
 - Evaluation technical reports establishing assessment's internal consistency, inter-rater reliability and validity
- **YOUTH HUMAN CAPITAL TOOLKIT DELIVERABLES:**
 - Human Capital Calculator: A data analysis toolkit for measuring the human capital value of young adults which is a weighted formula for measuring the human capital value of students based on core college and career readiness skills rather than the singular metric of receiving a high school diploma

OUTCOMES: The development of the Employability Assessment Toolkit will result in an increase in adoption of the Employability Assessment thereby increasing students' college and career readiness and social/employability skills deemed critical for college and career success. The development of the Youth Human Capital Toolkit will result in increased awareness of student skills within the Chicago employment market, thereby increasing CPS student employment options and opportunities.

BOARD COMPENSATION: CPS shall be paid a fee of \$439,215 payable in installments based upon completion of project milestones as set forth in the ROI agreement.

AUTHORIZATION: Authorize the General Counsel to include other relevant terms and conditions in the written agreements, including any indemnities to be provided to ROI Labs, LLC and the W.K. Kellogg Foundation. Authorize the President and Secretary to execute the agreements. Authorize the Chief Education Officer to execute all ancillary documents required to administer or effectuate these agreements.

FINANCIALS: CPS shall be paid \$439,215 for development of the toolkits and related services.

Credit: 13725-115-45145-000000-000000-2012

GENERAL CONDITIONS:

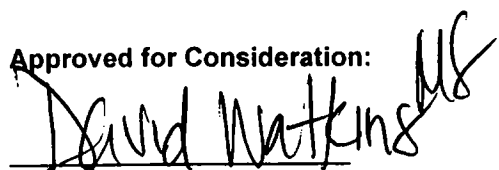
Inspector General – Each party to the agreement shall acknowledge that, in accordance with 105 ILCS 5/34-13.1, the Inspector General of the Chicago Board of Education has the authority to conduct certain investigations and that the Inspector General shall have access to all information and personnel necessary to conduct those investigations.

Conflicts – The agreement shall not be legally binding on the Board if entered into in violation of the provisions of 105 ILCS 5/34-21.3 which restricts the employment of, or the letting of contracts to, former Board members during the one year period following expiration or other termination of their terms of office.

Indebtedness – The Board's Indebtedness Policy adopted June 26, 1996 (96-0626-PO3), as amended from time to time, shall be incorporated into and made a part of the agreement.

Ethics – The Board's Ethics Code adopted May 25, 2011 (11-0525-PO2), as amended from time to time, shall be incorporated into and made a part of the agreement.

Approved for Consideration:



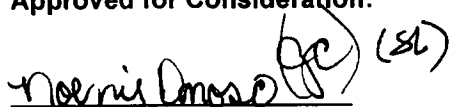
David G. Watkins
Chief Financial Officer

Approved:



Jean Claude Brizard
Chief Executive Officer

Approved for Consideration:



Noemi Donoso
Chief Education Officer

Approved as to legal form



Patrick J. Rocks
General Counsel