

AGREEMENT

HANDBOOK

10/01/18

CONEJO VALLEY UNIFIED SCHOOL DISTRICT

PURCHASING SERVICES
805-498-4557 X 161 / 162

RISK MANAGEMENT
805-4984557 X 165

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AGREEMENT FAQ's

1. What is considered a legally-binding Agreement?

A legally-binding Agreement:

Is a written document between the District and one or more Parties creating enforceable obligations and spells out what each Party promises to do.

Must be Board approved, and signed by a Board-authorized District signatory.

2. When is an Agreement needed?

An Agreement should be prepared when:

One Party agrees to provide the other Party with goods, services or external funding and terms and conditions are more detailed than those stated on our purchase order.

The District / School or vendor requires an executed Agreement.

3. What are the components of an Agreement?

An Agreement contains the basic information necessary to understand the intent of the Parties, including, but not limited to Scope of Work, costs, event details – dates/times, insurance and indemnification, and a proposal.

4. What is the timeline for completing an Agreement?

An Agreement must be reviewed, approved and signed a minimum of 60 days prior to the start of services or an event. Less than 60 days timeframe: may not be approved by the BOE in time.

Final Agreements, without signatures, are due to the Instruction Office a minimum of two (2) weeks prior to Board of Education Meeting date (typically the first and third Tuesday of each month).

5. Are there any approved Agreement templates? Yes:

Several Agreement templates and other frequently-used forms are available on the Business Services / Purchasing Web-Site. The most commonly used Agreement templates are:

Agreement Template 10200 (Independent Contractor / Professional Services)

Examples: All non-construction related services performed on District Property.

Exceptions: Volunteers.

Agreement Template 10700 (Hazardous Materials)

Agreement Template 10900 (Wildlife Education Program Services)

Agreement Template 11200 (CV PTA Agreement for Services)

Examples: any services organized and 100% paid for directly by a PTA.

Note: if CVUSD pays any of the costs, use Agreement Template 10200.

Agreement Template 20100 (Transportation)

Examples: Bus and Transit Services

6. Can a contractor's contract / agreement template be used? Generally, NO.

The District would prefer to use its attorney-approved templates; however; if a contractor's template is used, the District may need to incorporate language into the contractor's template which will delay the process and may require additional legal review.

7. Are there checklists or any other resources to aid in the negotiation of Agreement provisions? Yes.

Refer to "Things to watch for in Agreements" when reviewing templates. (If using a District Template, we've already addressed most of the "Things to watch for in Agreements") Any questions or concerns should be directed to the Purchasing Services Department.

8. What are the Fiscal obligations for use of Agreements?

Verify that adequate funding is budgeted for the current fiscal year commitment.

Confirm that funding will be budgeted in future fiscal years if the contractual commitment continues beyond June 30th. (A Purchase Order will be required for each fiscal year.)

After Agreement approval, complete a purchase requisition for the amount of the current fiscal year financial obligation, and each fiscal year thereafter throughout the Term of the Agreement.

The requisition must indicate the budget account number with adequate funding.

9. Who has authority to sign Agreements on behalf of the District?

Before the District can enter into a legally-binding Agreement, it must be approved by the Board of Trustees at a public meeting and then, only after such approval, can an individual authorized by the Board of Trustees sign such document(s) on behalf of the District.

Pursuant to Board Policy BP XXXX, Agreements signed by any person not Board-approved will be considered invalid and will not be honored by the District and such Agreement shall be considered an obligation of the person signing the Agreement. See approved signers list.

10. What types of Agreements cannot be entered into?

Some examples of Agreements that cannot be entered into include, but are not limited to:

Agreements that include restrictions on **Academic Freedom**.

Agreements that include restrictions on **Diversity**.

Agreements that are not **ADA/Field Act compliant**.

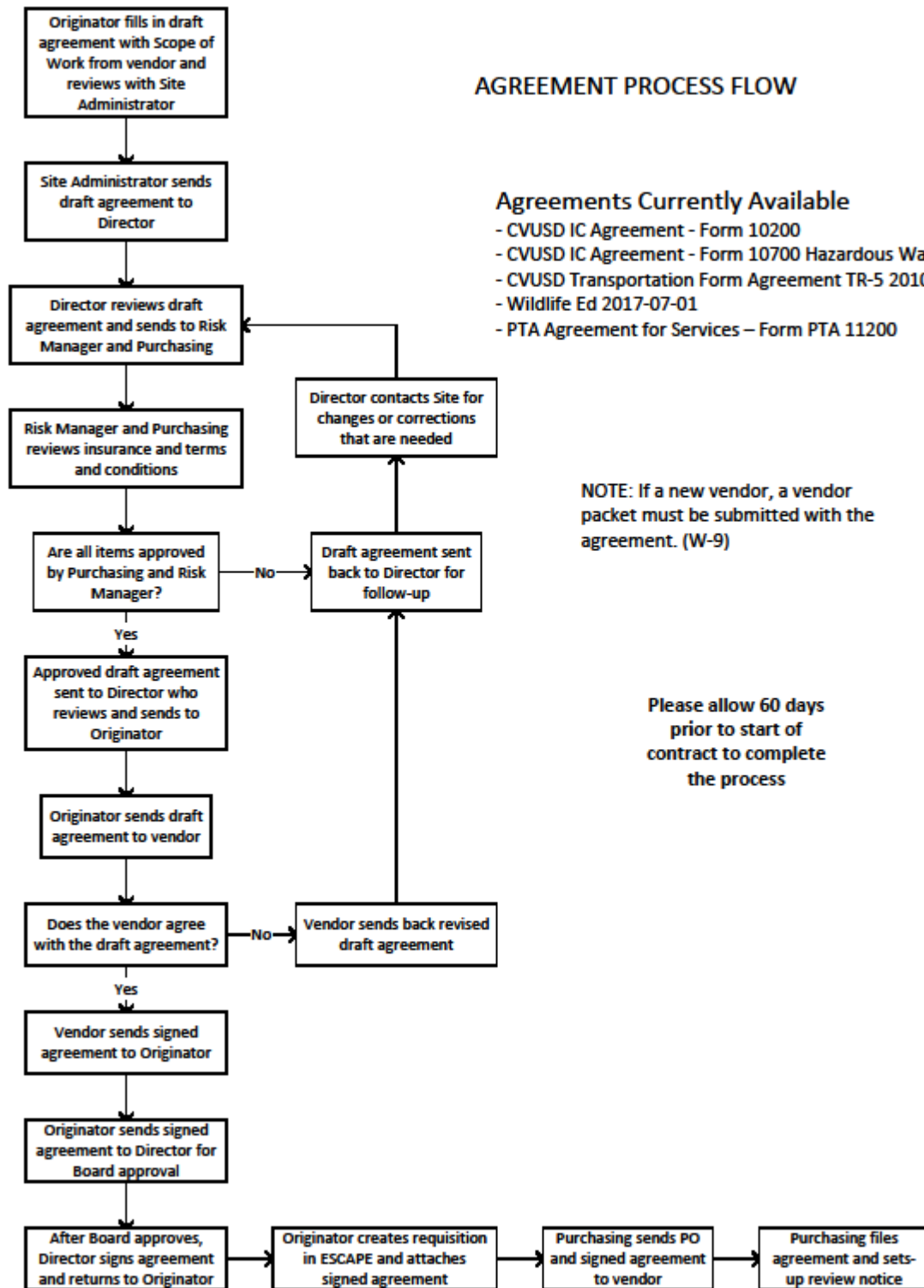
Agreements that allow a term greater than **three (3) years** for materials and supplies and **five (5) years** for work, services, apparatus or equipment pursuant to Education Code 17596. Exceptions should be discussed with Purchasing Services.

Agreements that include consequential damage, punitive damage, liquidated damage, arbitration or jurisdictions outside California clauses. Exceptions should be discussed with Purchasing Services.

11. What if an Agreement needs to be terminated after execution?

If an Agreement needs to be terminated, please contact Purchasing Services to analyze the District's right to terminate the Agreement and the District's obligations upon termination.

AGREEMENT PROCESS FLOW



AGREEMENT PROCESS FLOW

Agreements Currently Available

- CVUSD IC Agreement - Form 10200
- CVUSD IC Agreement - Form 10700 Hazardous Waste
- CVUSD Transportation Form Agreement TR-5 20100
- Wildlife Ed 2017-07-01
- PTA Agreement for Services – Form PTA 11200

NOTE: If a new vendor, a vendor packet must be submitted with the agreement. (W-9)

Please allow 60 days prior to start of contract to complete the process

Quick Guide to CVUSD Agreement Procedures

Currently, the District utilizes "Agreement Template 10200 (Independent Contractor / Professional Services)" for most engagements:

Examples of When to Use Agreement Template 10200 (Independent Contractor / Professional Services)

Disc Jockeys, Inflatable action activities, Services Agreement, Carpentry, Drywall, Electrical work, Painting, Plumbing, Roofing, Welding, Story tellers, Event planners, Lecturers, etc.

School site personnel should not sign contracts or agreements. Contracts and agreements may only be signed by designated Directors and Assistant Superintendents. See approved signers list.

When not to use Agreement Template 10200 (Independent Contractor / Professional Services)

"Agreement Template 10200 (Independent Contractor / Professional Services)" can be used for most engagements except for the following:

- Purchasing products, supplies or equipment: Contact [Purchasing Department](#) at (805) 498-4557 x162.
- Construction or building projects: Contact [Director, Planning & Construction](#) at (805) 498-4557 x153 for all construction and building projects no matter the amount.
- Facilities use. Direct inquiries to the District's [Facility Use Permits webpage](#), or Civic Center Coordinator at (805) 498-4557 x104.
The general rule of thumb: If someone pays the district to use facilities, a Facilities Use permit is needed. When the district pays someone else to do something for the District, school, or school organization, then either IC or Consulting Agreement are used.
- Transportation Agreements: Contact [Transportation Specialist](#) at (805) 497-9511 x207 instead.
- Wildlife Animal Demonstrations. See Agreement Template 10900
- PTA Events where services are organized and paid for 100% by the PTA. See Agreement Template 11200.

Only un-altered Agreement Template 10200 (Independent Contractor / Professional Services Agreement) can be used. Any proposed changes to the template and its provisions must be approved by the Risk Manager.

You may attach a vendor's proposal or quote, but do not sign their agreement/contract or any other document unless previously authorized by Risk Management and designated directors and Assistant Superintendents.

Insurance requirements for different engagements and services can be adjusted in accordance to the risk and approved Risk Manager only. District's most recent [INSURANCE GUIDELINES AND INSURANCE REQUIREMENTS MATRIX](#) can be found on District's [Risk Management Webpage](#).

Process: (see Agreement Process Flow)

The originator is responsible for completing a draft agreement with the detailed scope of work from the vendor. Agreement Templates are available on the Purchasing Website.

- Agreement must include Exhibit A: Detailed Costs/Pricing and Payment Terms
- Agreement must include Exhibit B: Detailed Scope of Work

- Proof of Insurance as required in Agreement. For exceptions or alternation of level or type of insurance, provide a detailed request along with the Agreement.
- IF the vendor requests any changes to the Agreement language, provide details along with the Agreement.

The originator will Email the agreement routing sheet, agreement, proof of insurance, and all other documents from vendor to their site Administrator for review.

The Site Administrator will forward to their Director for approval then forwards to Risk Management.

Routing and approval process for ALL Agreements:

Originator
 Site Administrator / Principal
 Director
 Risk Management
 Purchasing Services
 Deputy / Assistant Superintendent
 BOE Approval – (BOE generally meets two times per month).

After all approvals, including BOE, the originator will create a purchase order in ESCAPE and include scanned copies of all supporting documentation.
 Service may begin.

Additional Notes:

- The Agreement initiator is responsible for obtaining all documents and signatures required for Agreement approval.
- Agreements should be signed by the vendor prior to placement on Board of Education agenda.
- Agreements can be signed only by authorized CVUSD staff.
- Services may NOT begin until approved by the Board of Education, please plan accordingly.
- Agreements with an undefined ending date or term, called an “evergreen agreement” are not allowed due to educational code.
- Annual agreements should run from July 1 to June 30th of the following year.

AGREEMENT APPROVAL ROUTING SHEET:
 (This form is available in a PDF fillable format and can be found on the Purchasing Website)



**Services Agreement
 Routing of Approvals**

Date: _____

Originator	School Site / Location	Initials
Name of Company	Type of Service / Event	Contract \$ Amount

Checklist

- _____ Agreement signed by vendor
- _____ Vendor proposal attached
- _____ Vendor fee schedule and/or service schedule attached
- _____ Vendor proof of insurance attached
- _____ Additional supporting documents attached: _____

Route in Order:

Principal: _____	Comments: _____	_____ Initials / Date
Director: _____	Comments: _____	_____ Initials / Date
Risk Mgt: _____	Comments: _____	_____ Initials / Date
Purchasing: _____	Comments: _____	_____ Initials / Date

Deputy/Assistant Superintendent: (only one approval required)

Mark McLaughlin _____
 Superintendent

Jeanne Valentine _____
 Assistant Superintendent of Human Resources

Victor Hayek _____
 Deputy Superintendent of Business Services

Lou Lichtl _____
 Assistant Superintendent of Instruction

Lisa Miller _____
 Assistant Superintendent of Student Support Services

Board of Education Approval Date: ____/____/____

“Things to watch for in Agreements”

- 1) Correct Entity and Business Names – We are “Conejo Valley Unified School District”, you can use “on behalf of _____” if necessary.
- 2) “Spell out” capitalized terms initially particularly if they are used throughout the Agreement.
- 3) Insurance / Risk Transfer – Risk Management will review, but it’s important to have certificates that are current and cover the event / service period. Not all certificates have insurance that expires at the same time due to different policies the vendor may have.
- 4) A detailed scope of work needs to be attached that doesn’t introduce additional terms and conditions that conflict with our Agreement. There should not be a signature line in the scope of work. If so, cross it out.
- 5) We should not allow the vendor to request 100 percent deposits, or anything over 10% with a cap at \$10,000.
- 6) The Agreement should be signed by an authorized signatory. (both CVUSD, and Vendor)
- 7) Are there spelling and/or grammatical errors?
- 8) If using the vendor’s Agreement - Do their terms and conditions conflict with our purchasing terms and conditions? How do their Agreement provisions compare to our Agreement Template 10200?
- 9) Are references being made to a web-site that may be modified without our consent? (Terms?)
- 10) Is language vague that could be misunderstood? IE “extended periods of time”.
- 11) Is there information being requested that might violate student privacy?
- 12) Is there consequential damage language? – IF so, it should be omitted.
- 13) Is numbering and lettering consistent throughout the Agreement?
- 14) Is the jurisdiction / governing laws in the State of California?
- 15) Does the vendor need specific licenses, and/or verified skills and experience to provide the service?

OTHER:

- 16) The requisition should include all expenses to be paid – broken out as necessary.
- 17) Are we trying to pay an employee for work through an Agreement vs supplemental services / stipend?
- 18) How was the vendor chosen – are there any conflicts of interest

Guidelines: Exhibits A and B

Since the Agreement Initiator is the subject matter expert, District Risk Management and Purchasing Services, will look to the Initiator to provide this type of detail. (The vendor may be able to provide much of the information.)

Exhibit A:

Compensation

- a. Will Contractor be paid upon completion of all the services? Or in pieces?
- b. What is the timing of the payments?
- c. How often will we receive invoices?

Exhibit B:

The Scope of Services should be clear, understandable, and detailed. It should include some or all of the following:

Duties and Responsibilities

- a. What are the services that will be performed for the agreed-upon fee?
- b. Are there any services that will not be performed?
- c. Who will be paying for the Contractor's expenses?
- d. If the Contractor is being reimbursed for expenses, what specific expenses will be reimbursed?
- e. Are receipts required?

Goals

- a. What is the overall goal?

Tasks to be Completed

- a. What tasks should be completed along the way?
- b. What needs to be done to accomplish each task?
- c. What is the compensation amount tied to each task (or percentage of work)?
- d. Does the Contractor need to check-in with the District or attend meetings?
- e. How should the Contractor check-in? Via email? Via phone? In-person?

Timeline

- a. What are the specific due dates of each task?
- b. What happens if the Contractor misses a due date?

Deliverables

- a. What is the Contractor providing to the District?
- b. In what format?
- c. How will it be provided?
- d. When will each deliverable be provided?
- e. Who owns the deliverables? (property rights of the deliverables)

Outcomes

- a. Are there any qualitative or quantitative outcomes that the Contractor should be providing?
- b. What happens if the Contractor does not provide them?

AGREEMENTS, FORMS AND OTHER DOCUMENTS

The following Agreement Templates and other listed documents are used in the contracting process:

AGREEMENTS – Available on District's Business Services Directory, Purchasing, Contracts and Agreements website:

LINK: <http://www.conejousd.org/Departments/Business-Services/Purchasing/Contracts-and-Agreements>

Agreement Template 10200 (Independent Contractor / Professional Services)

Agreement Template 10700 (Hazardous Materials)

Agreement Template 10900 (Wildlife Education Program Services)

Agreement Template 11200 (CV PTA Agreement for Services)

Agreement Template 20100 (Transportation)

Vendor Information and Substitute W-9 – For independent contractors who are new vendors to the District. This document is completed only the first time a vendor provides services or if there is a change to the information provided.

LINK: <http://www.conejousd.org/Departments/Business-Services/Purchasing>

Services Agreement Routing of Approvals – Use for Agreements to be routed and submitted to the Board. This document verifies budget is available for the expenditure and that the respective Director has approved the document being routed and submitted to the Board.

LINK: <http://www.conejousd.org/Departments/Business-Services/Purchasing/Contracts-and-Agreements>

**CONEJO VALLEY UNIFIED SCHOOL DISTRICT
AUTHORIZED SIGNATURES**

Signatures of District personnel authorized to sign Warrants, Orders for Salary Payment, Purchase Orders, Notices of Employment, and Contracts.

Victor P. Hayek, Ed.D.

TITLE: Deputy Superintendent, Business Services

AUTHORIZED TO SIGN: As Authorized District Agent

Bid Requirements
Bond Funds
Budget Transfers
Child Nutrition Fund
Collection Reports
Commercial Check Orders
Contracts/Agreements
Developer Donations
Federal Fund Applications
Interfund & Intrafund Transfers
Notices of Completion
Notices of Employment
Personnel Assignment Orders
Purchase Orders
Revolving Cash Fund
Salary Payments
Special Fund Applications
State Fund Applications
State Building Fund
Surplus Property
Suspense Account-Adult Ed & General Fund
Tax Sheltered Annuities
Warrants

Susan Tucker

TITLE: Director, Fiscal Services

AUTHORIZED TO SIGN: Budget Transfers

Child Nutrition Fund
Collection Reports
Commercial Check Orders
Interfund & Intrafund Transfers
Notices of Employment
Personnel Assignment Orders
Purchase Orders
Revolving Cash Fund
Salary Payments
Suspense Account-Adult Ed & General Fund
Tax Sheltered Annuities
Warrants

Lisa Miller

TITLE: **Assistant Superintendent, Student Support Services**

AUTHORIZED TO SIGN: Contracts/Agreements re: Student Support Services

Contracts/Agreements re: Special Education

Federal Fund Applications

Purchase Orders re: Student Support Services

Purchase Orders re: Special Education

State Fund Applications

Virginia Beck

TITLE: **Director, Child Nutrition**

AUTHORIZED TO SIGN: Bid Requirements

Contracts/Agreements re: Child Nutrition

Federal Fund Applications

Purchase Orders re: Child Nutrition

State Fund Applications

Tim McCabe

TITLE: **Director, Planning & Construction**

AUTHORIZED TO SIGN: Bid Requirements

Bond Funds

Contracts/Agreements re: Planning & Construction

Notices of Completion

Purchase Orders re: Planning & Construction

State Building Funds

Surplus Property

OPEN AS OF 10/1/18

TITLE: **Director, Maintenance & Operations**

AUTHORIZED TO SIGN: Bid Requirements

Contracts /Agreements re: Maintenance & Operations

Purchase Orders re: Maintenance & Operations

Brenda Johnson

TITLE: **Supervisor, Fiscal Services**

AUTHORIZED TO SIGN: Budget Transfers

Child Nutrition Fund

Collection Reports

Interfund & Intrafund Transfers

Revolving Cash

Suspense Account-Adult Ed & General Fund

Warrants

Jon Aasted

TITLE: **Director, Purchasing**

AUTHORIZED TO SIGN: Bid Requirements

Contracts/Agreements re: Purchasing

Purchase Orders re: Purchasing

Armond Sarkis

TITLE: **Risk Manager**

AUTHORIZED TO SIGN: Compromise and Release Agreements

Contracts/Agreements re: Risk Management

Purchase Orders re: Risk Management

Stipulated Awards

Lou Lichtl

TITLE: **Assistant Superintendent, Instruction**

AUTHORIZED TO SIGN: Contracts/Agreements re: Instruction

Federal Fund Applications

Purchase Orders re: Instruction

State Fund Applications

Amie Mills

TITLE: **Director, Child Development**

AUTHORIZED TO SIGN: Contracts/Agreements re: Child Development

Purchase Orders re: Child Development

Jeanne Valentine

TITLE: **Assistant Superintendent, Human Resources**

AUTHORIZED TO SIGN: Contracts/Agreements re: Human Resources

Notice of Employment

Personnel Assignments

Purchase Orders re: Human Resources

Salary Payments

Marina Mihalevsky

TITLE: **Director, Classified Personnel**

AUTHORIZED TO SIGN: Contracts/Agreements re: Classified Personnel

Notice of Employment

Personnel Assignments

Purchase Orders re: Classified Personnel

Salary Payments

Sonia Wilson

TITLE: **Director, Elementary Education - English Language Development**

AUTHORIZED TO SIGN: Contracts/Agreements re: Elementary Education

Contracts/Agreements re: English Language Development

Federal Fund Applications

Purchase Orders re: Elementary Education

Purchase Orders re: English Language Development

State Fund Applications

Kenneth Loo

TITLE: **Director, Middle School - Professional Learning**

AUTHORIZED TO SIGN: Contracts/Agreements re: Middle Schools

Contracts/Agreements re: Professional Learning

Federal Fund Applications

Purchase Orders re: Middle Schools

Purchase Orders re: Professional Learning

State Fund Applications

Erika Johnson

TITLE: **Director, Special Education**

AUTHORIZED TO SIGN: Contracts/Agreements re: Special Education

Federal Fund Applications

Purchase Orders re: Special Education

State Fund Applications

OPEN

TITLE: Director, Technology Services

AUTHORIZED TO SIGN: Contracts/Agreements re: Technology Services

E-rate Related Services and Contracts

Federal Fund Applications

Purchase Orders re: Technology Services

State Fund Applications

Shauna Ashmore

TITLE: Director, Student Support Services

AUTHORIZED TO SIGN: Contracts/Agreements re: Student Support Services

Federal Fund Applications

Purchase Orders re: Student Support Services

State Fund Applications

Brian Mercer

TITLE: Director, High School - Assessment & Accountability

AUTHORIZED TO SIGN: Contracts/Agreements re: High Schools

Contracts/Agreements re: Assessment & Accountability

Federal Fund Applications

Purchase Orders re: High Schools

Purchase Orders re: Assessment & Accountability

State Fund Applications