Long Beach Unified School District (LBUSD), California’s third largest school district, in partnership with the national nonprofit Jobs for the Future, and SRI International, a leading research and evaluation firm, will develop, demonstrate, and evaluate promising new tools and strategies that will dramatically enhance middle school students’ non-cognitive skills, with an emphasis on STEM. This project, Long Beach Scholars 2.0 (LBS2.0) will build upon the Long Beach Scholars (LBS) program, a middle school elective course that embeds non-cognitive skills within STEM-focused college and career exploration class, and which incorporates Possible Futures, Possible Selves (PFPS), a cutting edge curriculum developed by JFF that guides middle school students to a college and career ready identity, and develops their personal agency to navigate decisions that affect future opportunities in STEM. With this grant, we will update, expand, test, and improve our existing efforts—transforming LBS into LBS2.0, with a deep and deliberate focus on non-cognitive skill development as a means of improving outcomes, fully aligned with the latest body of research in this area and augmented by new or improved products as described below. Through this work, and a high quality evaluation conducted by SRI, LBS2.0 will help build a middle school culture in Long Beach that promotes high expectations for all students, and in so doing, refine and validate effective strategies for non-cognitive skill development with high replication potential. The overarching goals for LBS2.0 are to: 1) Implement, evaluate, and refine curriculum, activities, and other products and processes that support high-needs students in middle grades to develop non-cognitive skills and behaviors through STEM project-based learning; 2) Create an evidence and knowledge base about effective strategies and models for middle grades non-cognitive skill development that contribute to improved student outcomes; and 3) Share LBS2.0 products and processes in adaptable formats for different modes of delivery across CA and nationwide.