

**EXHIBIT-A**

**To Agreement by and between  
Monterey County Free Libraries; hereinafter referred to as “County”  
AND  
OverDrive, Inc., hereinafter referred to as “CONTRACTOR”**

**Scope of Services / Payment Provisions**

**A. SCOPE OF SERVICES**

- A.1** CONTRACTOR shall provide services, and otherwise do all things necessary for or incidental to the performance of work, as set forth below:

*Provide license use of software products, technology and website services from OverDrive Digital Library including related management and copyright protection of content on eBook, audio book and multimedia in digital formats on OverDrive’s platform.*

**B. PAYMENT PROVISIONS**

**B.1 COMPENSATION/ PAYMENT**

County shall pay an amount not to exceed \$300,000 for the performance of all things necessary for or incidental to the performance of work as set forth in the Scope of Work. CONTRACTOR'S compensation for services rendered shall be based on the following rates or in accordance with the following terms:

An annual license fee of \$12,000. The annual fee includes \$7,500 to use towards the selection of digital content on OverDrive’s Marketplace.

There shall be no travel reimbursement allowed during this Agreement.

**B.2 CONTRACTORS BILLING PROCEDURES**

NOTE: Payment may be based upon satisfactory acceptance of each deliverable, payment after completion of each major part of the Agreement, payment at conclusion of the Agreement, etc.

County may, in its sole discretion, terminate the contract or withhold payments claimed by CONTRACTOR for services rendered if CONTRACTOR fails to satisfactorily comply with any term or condition of this Agreement.

No payments in advance or in anticipation of services or supplies to be provided under this Agreement shall be made by County.

County shall not pay any claims for payment for services submitted more than twelve (12) months after the calendar month in which the services were completed.

**DISALLOWED COSTS:** CONTRACTOR is responsible for any audit exceptions or disallowed costs incurred by its own organization or that of its subcontractors.