



Monterey County

168 West Alisal Street,
1st Floor
Salinas, CA 93901
831.755.5066

Board Order

Agreement No.: A-13084

Upon motion of Supervisor Armenta, seconded by Supervisor Salinas and carried by those members present, the Board of Supervisors hereby:

Approved and Authorized the Renewal and Amendment Agreement between Monterey County on behalf of Monterey County Free Libraries and OverDrive, Inc., for a term of four years, retroactive from November 24, 2015 to November 24, 2019.

PASSED AND ADOPTED on this 15th day of March 2016, by the following vote, to wit:

AYES: Supervisors Armenta, Phillips, Salinas, Parker and Potter
NOES: None
ABSENT: None

I, Gail T. Borkowski, Clerk of the Board of Supervisors of the County of Monterey, State of California, hereby certify that the foregoing is a true copy of an original order of said Board of Supervisors duly made and entered in the minutes thereof of Minute Book 79 for the meeting on March 15, 2016.

Dated: March 17, 2016
File ID: 16-266

Gail T. Borkowski, Clerk of the Board of Supervisors
County of Monterey, State of California

By

Deputy

**Renewal of and Amendment to
Agreement between County of Monterey and
OverDrive, Inc.**

This Renewal and Amendment No. 1 to the Monterey County Free Libraries Agreement for Services (hereinafter, "RENEWAL") is made and entered into, by and between the County of Monterey, a political subdivision of the State of California (hereinafter, "COUNTY"), and OverDrive, Inc. (hereinafter, "CONTRACTOR").

Whereas the parties had previously entered into an Agreement for services (hereinafter, "AGREEMENT"), on Nov. 24, 2011;

Whereas, the original AGREEMENT had a four year term and a total AGREEMENT amount that was not to exceed \$130,000.00; and

Whereas, that AGREEMENT expired on November November 24, 2015; and

Whereas, the parties desire to renew and amend the AGREEMENT as follows:

1. The AGREEMENT is renewed and amended retroactively to November 24, 2015 and all of its provisions shall be deemed to have been in effect continuously since that time except as set forth herein.
2. The term of the AGREEMENT shall be amended to extend the services for an additional four years, for a new term which ends November 24, 2019.
3. "PAYMENTS BY COUNTY" shall be amended by changing the monthly application license and hosting fee from \$1,250 per month, billed quarterly at \$3,750; to \$1000.00 per month, billed quarterly at \$3,000.00. The County shall continue to receive an Annual Content Collection Credit of \$7,500.00 toward the selection of Digital Products (invoiced as a separate fee). Anytime during the term of this Agreement, County may select additional titles and material subject to standard terms and pricing. County shall continue to make payments to OverDrive, Inc. in U.S. funds for Content selections within thirty (30) days of presentation of invoice. The Agreement, as amended by Amendment No. 1 shall have a County fiscal liability not to exceed amount of \$270,000.00 over the entire term of the Agreement, inclusive of a not to exceed amount of \$130,000.00 for the extended period of November 24, 2015 through November 24, 2019.
4. If there is any conflict or inconsistency between the provisions of the AGREEMENT, or this AMENDMENT, the provisions of this AMENDMENT shall govern. A copy of this AMENDMENT shall be attached to the original AGREEMENT, as it may have been previously amended. Except as provided herein, all remaining terms, conditions, provisions, entitlements and obligations of the original AGREEMENT shall remain unchanged and unaffected by this AMENDMENT and shall continue in full force and effect.

IN WITNESS WHEREOF, the parties hereby execute this Renewal as follows:

COUNTY OF MONTEREY

CONTRACTOR*

By: *Debra Wilson*
Contracts/Purchasing Officer

OverDrive, Inc.
Contractor's Business Name

Date: 12 April 2016

By: *Lori Franklin*
(Signature of Chair, President or Vice President)

Its: Lori Franklin, Vice President, COO
(Name and Title)

Date: 2/17/16

Approved as to Form

By: *GA Farmer*
(Signature of Secretary, Asst. Secretary, CFO or Assistant Treasurer)

By: *[Signature]*
Deputy County Counsel *per BOS action*

Its: Greg Farmer, CFO
(Name and Title)

Date: 4-8-16

Date: 2/17/16

Approved as to Fiscal Provisions

By: *[Signature]*
Auditor/Controller

Date: 4-6-15

Approved as to Indemnity, Insurance Provisions

By: _____
Risk Management

Date: _____

****INSTRUCTIONS:** If CONTRACTOR is a corporation, including a non-profit corporation, the full legal name of the corporation shall be set forth above together with the signatures of two specified officers. If CONTRACTOR is a Limited Liability Company (LLC), the name of the LLC shall be set forth above together with the signature of a member who has authority to execute this Agreement on behalf of the LLC. If CONTRACTOR is a partnership, the name of the partnership shall be set forth above together with the signature of a partner who has authority to execute this Agreement on behalf of the partnership (general partner for a Limited Partnership (LP) and a partner for other partnerships). If CONTRACTOR is contracting in an individual capacity, the individual shall set forth the name of the business, if any, and shall personally sign the Agreement.



COUNTY OF MONTEREY

PURCHASE ORDER

ORDER DATE 04-22-2016

SC 6110 0000004588 Modified

IMPORTANT
 THE ABOVE NUMBER AND SHIP TO DEPARTMENT MUST
 APPEAR ON ALL SHIPPING LABELS, PACKING SLIPS,
 TRANSPORT DOCUMENTS, INVOICES AND CORRESPONDENCE.

VENDOR
 OVERDRIVE INC
 One OverDrive Way
 Cleveland OH 44125

SHP TO
 COUNTY LIBRARY ADMIN/ SEASIDE
 188 SEASIDE CIRCLE
 MARINA CA 93933

BILL TO
 COUNTY LIBRARY ADMIN
 188 SEASIDE CIRCLE
 MARINA CA 93933

VENDOR NUMBER: VC0000002221

DELIVERY DATE:

F.O.B.:

ITEM	QUANTITY	UNIT	COMMODITY CODE	ITEM DESCRIPTION	UNIT PRICE	SALES TAX	EXTENDED PRICE
1	0.0		92003	PURCH DESC: Overdrive is a provider of digital book technology and services including to the management and copyright protection of content in Ebook, audio book, and multimedia in digital formats. Contract refers to the service and not the extra cost of the content. E-books are above the cost of the subscription. Term dates 07/01/15-11/24/2019 and "total agmt amount is not to exceed \$130,000.00 This purchase order is valid 07/01/15 - 06/30/2016. A new purchase order will be issued after that time to the current Agreement. All extra costs are for ebooks above the annual cost of the service. This SC not to exceed \$30,000.00 the digital library subscription is not to exceed \$15,000 annually and that the remaining balance on the purchase order shall be used to procure ebooks. COMM LINE DESC: Application svc Provider (ASP) (Web Based Hosted) MSDS: Not Required 003 - 6110 - 8141 - LIB001 - 6401 - - - - - 300000.00	.00	.00	30,000.00
ORDER TOTAL							30,000.00

THE SHADED ROWS ARE FOR MONTEREY COUNTY DEPARTMENT USE ONLY

All Vendors are required to review the Monterey County general terms and conditions which apply to all contracts, purchase orders, and other electronic procurements made with the County unless otherwise noted. Said terms and conditions can be found on the County website at: http://www.co.monterey.ca.us/cso/terms_conditions.htm

TAX EXEMPTION INFORMATION:
 FEDERAL EXCISE TAX EXEMPTION NUMBER 94-6000524

COUNTY BUYER INFORMATION
 EMAIL: TELEPHONE:

AUTHORIZED BY COUNTY OF MONTEREY
 DEPUTIED PURCHASING AGENT

Michael R. [Signature]

PRINT DATE: 06/26/16

CONTRACTS/PURCHASING DIVISION
 1488 Seftling Place, Salinas, CA 93901

PAGE NUMBER: 1 OF 1