

**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: _____
Contracts/Purchasing Officer

OverDrive, Inc.
Contractor's Business Name

Date: _____

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: _____
Deputy County Counsel

Its: Greg Farmer, CFO
(Name and Title)

Date: _____

Date: 2/17/16

Approved as to Fiscal Provisions

By: _____
Auditor/Controller

Date: _____

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.