

# CITY CLERK ORIGINAL

C-10073-1  
06/14/2016

## AMENDMENT NO. 1 ELECTRONIC SERVICES (RFP No. 15-23, Contract No. C-10073)

This Amendment No. 1 ("Amendment") to the Electronic Services ("Agreement") is made this 14 day of June, 2016, ("Effective Date"), by and between the City of Glendale, an Arizona municipal corporation ("City") and OverDrive, Inc., a Delaware corporation, authorized to do business in Arizona ("Contractor").

### RECITALS

- A. City and OverDrive, Inc. ("Contractor") previously entered into an Electronic Services Agreement, Contract No. C-10073, dated June 23, 2015 ("Agreement"); and
- B. The Agreement had an initial one-year term beginning June 23, 2015 through June 22, 2016 and provided the option to extend for an additional four (4) years in one-year increments; and
- C. City and Contractor wish to modify and amend the Agreement subject to and strictly in accordance with the terms of this Amendment.

### AGREEMENT

In consideration of the mutual promises set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the City and Contractor hereby agree as follows:

- 1. **Recitals.** The recitals set forth above are not merely recitals, but form an integral part of this Amendment.
- 2. **Term.** The term of the Agreement is extended for a one-year period from June 24, 2016 through June 23, 2017, unless otherwise terminated or canceled as provided by the Agreement. All other provisions of the Agreement except as set forth in this Amendment shall remain in their entirety.
- 3. **Scope of Work.** The increased expenditure limit will allow the purchase of additional digital media provided by Contractor. In all other respects, the scope of work remains unchanged.
- 4. **Compensation.** Section 4.1 of the Agreement is modified and amended to read as follows:

Section 4.1 Contractor's compensation for the Project, including those furnished by its Sub-contractors shall be \$75,000 annually and will not exceed \$355,000 over the entire term of the Agreement (initial term plus any extensions).

5. **Insurance Certificate.** Current certificate will expire on June 30, 2016 and a new certificate applying to the extended term must be provided prior to this date to Materials Management and the Contract Administrator.
6. **Non-discrimination.** Contractor must not discriminate against any employee or applicant for employment on the basis of race, color, religion, sex, national origin, age, marital status, sexual orientation, gender identity or expression, genetic characteristics, familial status, U.S. military veteran status or any disability. Contractor will require any Sub-contractor to be bound to the same requirements as stated within this section. Contractor, and on behalf of any subcontractors, warrants compliance with this section.
7. **Ratification of Agreement.** City and Contractor hereby agree that except as expressly provided herein, the provisions of the Agreement shall be, and remain in full force and effect and that if any provision of this Amendment conflicts with the Agreement, then the provisions of this Amendment shall prevail.

CITY OF GLENDALE, an Arizona  
municipal corporation

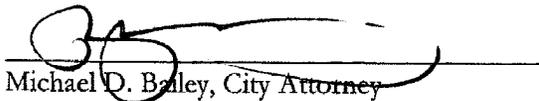


Kevin R. Phelps, City Manager

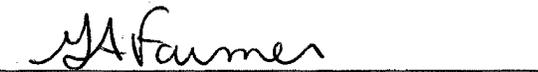
ATTEST:

  
Pamela Hanna, City Clerk (SEAL)

APPROVED AS TO FORM:

  
Michael D. Bailey, City Attorney

OverDrive, Inc.,  
a Delaware Corporation

  
By: Gregory A. Farmer  
Its: \_\_\_\_\_