



ARLINGTON COUNTY, VIRGINIA

**AGREEMENT NO. 22-LIB-RFP-188
AMENDMENT NUMBER 1**

This Amendment Number 1 is made on the date of execution by the County and amends Agreement Number 22-LIB-RFP-188 (“Main Agreement”) dated 3/3/2023 between Kanopy, Inc. (“Contractor”) and the County Board of Arlington County, Virginia (“County”).

The County and the Contractor agree to amend the Main Agreement as follows:

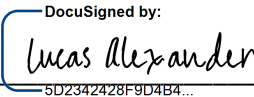
- I. PURSUANT TO PARAGRAPH 4. CONTRACT TERM, CONTRACT IS HJEREBY RENEWED FROM 4/1/2024 UNTIL 3/31/2025**
- II. THE ATTACHED 2024-2025 PRICING IS ADDED TO EXHIBIT B - PRICING**

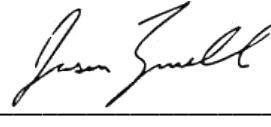
All other terms and conditions of the Main Agreement remain in effect.

WITNESS these signatures:

THE COUNTY BOARD OF ARLINGTON
COUNTY, VIRGINIA

KANOPY, INC.

AUTHORIZED SIGNATURE: 
DocuSigned by:
5D2342428F9D4B4...

AUTHORIZED SIGNATURE: 

NAME: Lucas Alexander

NAME: Jason Tyrrell

TITLE: Procurement Officer

TITLE: General Manager

DATE: 4/12/2024

DATE: 4/10/24

2024-2025 PRICING

Pay Per Use (PPU) Program

- **Budget allocation:** \$75,000.00 (April 1, 2024- March 31, 2025)

Pay Per Use (PPU) Program

- **Access:** Kanopy will provide Institution and its End Users with access to Kanopy's film database. Institution may adapt its content and collection selections at any time.
- **Caps:** Institution may impose monthly user caps on users (with respect to the number of film "Play Tickets" an End User may incur in a given month) and change these at any time with written notice to Kanopy. Institution may also set in place program spend caps and change these at any time.
- **Definition:** As used herein, one or more "Play Tickets" are incurred on a Title when an End User accesses the Title and seeks to employ the Title for use. Once user Play Tickets have been logged, depending on the Title selected, the User will have either 3 full days (72 hours) or 2 full days (48 hours) to watch the film for unlimited uses. Once user Play Tickets have been logged in the context of episodic Titles, the User will have between three and twenty-one days to watch a season of the Episodic Title for unlimited use. Kanopy Kids provides 30 days of unlimited use for the entirety of Kanopy Kids. A user can track their existing and past Play Tickets from their user dashboard.
- **Cost per Play Ticket:** A maximum cost of \$1 per User Play Ticket. A maximum cost of \$5 per play for Kanopy Kids.
- **Processing:** Invoices for Play Tickets will be processed periodically for the Institution (monthly). Institution will be notified and sent an invoice. Institution may request early processing of Play Ticket invoices at any time.
- **Reports:** Institution can monitor usage and budget live from their admin dashboard.
- **Budgeting:** Pre-Payment Required for capped program. Within sixty (60) days of the Effective Date of this Agreement, the Institution will pay Kanopy \$75,000.00 for the rights granted in the Order Form during the twelve (12) month period beginning on April 1, 2024 and ending on March 31, 2025.(The "Twelve-Month Fee"). During

the aforementioned twelve (12) month period, Institution shall have no additional payment obligations to Kanopy beyond the Twelve-Month Fee. Kanopy and Institution shall negotiate new payment terms for the rights granted in the Order Form within the sixty (60) days prior to March 31, 2025. If, at the end of the initial Twelve (12) month period, end-user engagement generates less in fees than the Twelve-Month Fee, the difference between the Twelve-Month Fee and the fees generated by end-user engagement shall be credited to the next year's negotiated Twelve Month Fee. If Kanopy determines that Institution and its End User's usage of the service is tracking above the guaranteed cap, Kanopy will notify Institution of this determination, and the Institution will work with Kanopy to apply additional levers to manage and limit usage of the Service.
