



BOARD OF SUPERVISORS AGENDA ITEM REPORT
CONTRACTS / AWARDS / GRANTS

Award Contract Grant

Requested Board Meeting Date: February 2, 2021

* = Mandatory, information must be provided

or Procurement Director Award

***Contractor/Vendor Name/Grantor (DBA):**
VB Nimbus, LLC a Delaware limited liability company

***Project Title/Description:**
Sixth Amendment to License and Settlement Agreement. LCP-0138/LIC-0326

***Purpose:**

This Amendment will provide for a change in ownership of Licensee as a result of a merger. County and Maloney Broadcasting Inc, an Arizona corporation ("Maloney"), entered into a License and Settlement Agreement (the "Agreement") dated October 15, 1996 for a term of thirty (30) years, expiring on October 14, 2026. Cumulus Radio Corporation was the successor in interest to Maloney's interest as Licensee under the Agreement and has recently merged with VB Nimbus, LLC. Due to the fact of the change in ownership a new contract number was established for this Amendment #6, (CTN-PW-21*0062) to replace the former contract number of CTN-IT-CMS139057.

***Procurement Method:**
D 29.4.XI.H "Other Non-Procurement Method"

***Program Goals/Predicted Outcomes:**
To amend the ownership entity on the License

***Public Benefit:**
The continuation of the License will allow VB Nimbus to continue to provide radio coverage to residents of Pima County.

***Metrics Available to Measure Performance:**
VB Nimbus to provide certificate of insurance as stipulated in the License; pay annual fees as provided in the Fifth Amendment; obtain permits as required; comply with safety and construction standards; exercise care and restore County facilities as warranted; and provide written notice of change to use of facility.

***Retroactive:**
No

Pima County Board of Supervisors

To: Cob - 1-28-21

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Procure Dept 01/28/21 MLL21

Revised 5/2020

Allen dam

Contract / Award Information

Document Type: _____ Department Code: _____ Contract Number (i.e., 15-123): _____

Commencement Date: _____ Termination Date: _____ Prior Contract Number (Synergen/CMS): _____

 Expense Amount: \$* _____ Revenue Amount: \$ _____***Funding Source(s) required:**Funding from General Fund? Yes No If Yes \$ _____ % _____Contract is fully or partially funded with Federal Funds? Yes No**If Yes, is the Contract to a vendor or subrecipient?** _____Were insurance or indemnity clauses modified? Yes No*If Yes, attach Risk's approval.*Vendor is using a Social Security Number? Yes No*If Yes, attach the required form per Administrative Procedure 22-10.***Amendment / Revised Award Information**

Document Type: CTN Department Code: PW Contract Number (i.e., 15-123): 21*0062

Amendment No.: Six AMS Version No.: 1

Commencement Date: 2/2/2021 New Termination Date: _____

Prior Contract No. (Synergen/CMS): CMS193057

 Expense or Revenue Increase Decrease Amount This Amendment: \$ _____Is there revenue included? Yes No If Yes \$ _____***Funding Source(s) required:**Funding from General Fund? Yes No If Yes \$ _____ % _____**Grant/Amendment Information** (for grants acceptance and awards) Award Amendment

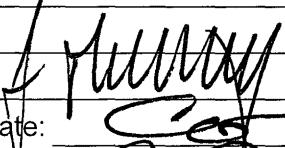
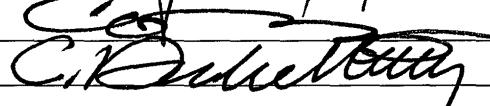
Document Type: _____ Department Code: _____ Grant Number (i.e., 15-123): _____

Commencement Date: _____ Termination Date: _____ Amendment Number: _____

 Match Amount: \$ _____ Revenue Amount: \$ _____***All Funding Source(s) required:*****Match funding from General Fund?** Yes No If Yes \$ _____ % _____***Match funding from other sources?** Yes No If Yes \$ _____ % _____***Funding Source:** _____***If Federal funds are received, is funding coming directly from the Federal government or passed through other organization(s)?** _____

Contact: Tim Murphy

Department: PW-Real Property Services

Department Director Signature/Date:  1/21/2021Deputy County Administrator Signature/Date:  1/22/2021County Administrator Signature/Date:  1/27/21

(Required for Board Agenda/Addendum Items)

Telephone: 724-6379

**PIMA COUNTY DEPARTMENT OF:
INFORMATION TECHNOLOGY**

**PROJECT: LICENSE AND SETTLEMENT
AGREEMENT**

**LICENSEE: VB Nimbus, LLC a Delaware limited
liability company (f/k/a Cumulus
Radio Corporation)**

**CONTRACT NO.: CTN-PW-21*0062
(Formerly CTN-IT-CMS139057)**

CONTRACT AMENDMENT NO.: Six (#06)

ORIG. CONTRACT TERM: **10/15/1996 - 10/15/2026**
TERMINATION PRIOR AMENDMENT: **10/15/2026**
TERMINATION THIS AMENDMENT: **10/15/2026**

ORIG. CONTRACT AMOUNT: **\$120,000.00**
PRIOR AMENDMENTS: **\$332,078.93**
AMOUNT THIS AMENDMENT: **\$ 0.00**
REVISED CONTRACT AMOUNT: **\$452,078.93**

**SIXTH AMENDMENT TO LICENSE AND SETTLEMENT AGREEMENT
RWRD Administrative Complex, 4579 West Walker Road**

THIS SIXTH AMENDMENT is entered into by and between Pima County ("County"), a political subdivision of the State of Arizona, and VB Nimbus, LLC, a Delaware limited liability company, ("Licensee"), f/k/a Cumulus Radio Corporation, and shall be effective upon execution by the Pima County Board of Supervisors.

RECITALS

County and Maloney Broadcasting, Inc., an Arizona corporation entered into a License and Settlement Agreement dated October 15, 1996, and recorded on November 14, 1996, in Docket 10421, at Page 1379, in the Office of the Pima County Recorder (the "License"). The License was assigned Contract No. 12-14-M-139057-1096.

Slone Broadcasting Inc., subsequently succeeded to the interests of Maloney Broadcasting, Inc., as Licensee.

Citadel Broadcasting Company subsequently succeeded to the interests of Slone Broadcasting, Inc., as Licensee.

Cumulus Radio Corporation succeeded to the interests of Citadel Broadcasting Company, as Licensee.

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VB Nimbus, LLC
License and Settlement Agreement
Amendment #6

VB Nimbus, LLC subsequently succeeded to the interests of Cumulus Radio Corporation, a Nevada corporation, as Licensee.

The License has been amended by the parties on five previous occasions.

With this Sixth Amendment to License and Settlement Agreement the parties wish to modify the name of the Licensee as contemplated by Paragraph 18 of the License.

AGREEMENT

WHEREFORE, the parties agree as follows:

1. The name of the licensee under the License hereby is changed from Cumulus Radio Corporation, a Nevada corporation, to VB Nimbus, LLC, a Delaware limited liability company.
2. The Effective date of this Sixth Amendment to License and Settlement Agreement shall be upon execution of this amendment by Licensor.
3. All other provisions of the License shall remain in effect and continue to be binding upon the parties.

(THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK)

IN WITNESS WHEREOF, the parties have affixed their signatures to this Tower License Amendment on the dates written below.

LICENSOR:

PIMA COUNTY

Chair,
Board of Supervisors

Date: _____

LICENSEE:

VB Nimbus, LLC, a Delaware limited
liability company

By: _____
Name: ADAM B. GINDER
Title: VICE PRESIDENT & ASSOC. GENERAL
COUNSEL
Date: 1/4/2021

ATTEST:

Julie Castaneda, Clerk of the Board

Date: _____

APPROVED AS TO CONTENT

Daniel C Hunt

Dan Hunt, Chief Information Officer

Date: January 5, 2021

APPROVED AS TO FORM:

Kell Olson

Kell Olson, Deputy County Attorney

Date: 12/30/2020

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VB Nimbus, LLC
License and Settlement Agreement
Amendment #6