



**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

JAN 28 21 PM 12:43 POC KOFH  
AKB

To: COB - 1-28-21

Ver. - 1

pgs - 3 (1)

Addendum

**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

Telephone: 724-6379

Department Director Signature/Date: \_\_\_\_\_

Deputy County Administrator Signature/Date: \_\_\_\_\_

County Administrator Signature/Date: \_\_\_\_\_

(Required for Board Agenda/Addendum Items)

**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  
(Formally 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.

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