

**EXHIBIT****A****City of Round Rock Purchasing  
Justification Form**

<b>Date:</b>	10/10/25	<b>Department Name:</b>	Library
<b>To:</b>	<b>Purchasing</b>	<b>Requestor Name:</b>	Brandon Rainer
		<b>Phone Number:</b>	+1 (512) 218-3283

**Instructions:** Complete this form for all purchases that will exceed \$3,000 and will be exempted from competition as prescribed in Texas Local Government Code Chapter 252.022. Attach additional information as needed to support the exemption request.

The City declares the competitive bidding procedures in Texas Local Government Code Chapter 252 to be exempt for this procurement. This Justification Form is executed and filed with the Purchasing Division as follows:

1. The undersigned is authorized and certifies that the following exemption is applicable to this purchase. Please check the criteria listed below that applies to this purchase request:

 **Sole Source (check one)**

- Items that are available from only one source because of patents, copyrights, secret process, or natural monopolies.
- Films, manuscripts, or books.
- Gas, water, and other utilities.
- Captive replacement parts or components for equipment.
- Books, papers, and other library materials for a public library that are available only from the persons holding the exclusive rights to the materials.

 **Goods Purchased for Subsequent Retail Sale**

- o A procurement of goods being purchased for subsequent resale by the City.

 **Public Calamity**

- o A procurement made because of a public calamity that requires the immediate appropriation of money to relieve the necessity of the municipality's residents or to preserve the property of a municipality.

 **Public Health and Safety**

- o A procurement necessary to preserve or protect the public health or safety of the municipality's residents.

 **Unforeseen Damage**

- o A procurement necessary because of unforeseen damage to public machinery, equipment, or other property.

Personal, Professional or Planning Services

- A procurement of personal, professional, or planning services

Other

- Cite the applicable Texas Local Government Code Chapter 252 exemption in the justification box below.

2. Justification: Describe in detail below why an exemption according to Section 252.022 of the Local Government Code is being submitted for this purchase. (Attach additional pages if needed)

OverDrive, Inc. uniquely provides a unified, customizable, and user-friendly digital lending platform. As the sole source provider of this comprehensive service, OverDrive enables institutions to lend eBooks, audiobooks, streaming videos, and digital magazines to authorized users. The library has relied on OverDrive's platform for over five years with proven stability and reliability, making it impractical to consider alternative providers.

3. Attach and submit the following documentation that supports this justification as applicable.

- Vendor's proposal/quote.  Attach Vendor Proposal/Quote
- If sole source a Manufacturer's letter declaring the purchase is sole source and why. The letter should be no older than 6 months old and signed by an authorized representative on company letterhead.

4. Because the above facts and supporting documentation the City of Round Rock exempts this procurement from LGC Chapter 252 and intends to contract with:

Vendor Name:	OverDrive, Inc.
Description:	Digital library lending services

5. Check the purchase type and fill in the dollar amount and purchase term as applicable:

This is a one-time purchase request for \$ \_\_\_\_\_

This is a term contract request for 60 (# months) in the amount of \$ 960,000.00

Purchasing Office/  
Management Review:

*ACM*

10/13/2025

Purchaser/Purchasing Management (over \$50,000)

Date

Approved by:

*Michelle Cervantes*

Michelle Cervantes (Oct 13, 2025 07:06:03 CDT)

10/13/2025

Department Manager, Asst Director, or Director

Date

Michelle Cervantes



## OverDrive Digital Library Reserve Order Form

### Library Information

Name of Library: Round Rock Public Library System

Address: 216 E. Main Ave.

City, State/Province, Postal Code: Round Rock, TX 78664

Country: USA

### Primary Contact

Name:	Title:
Telephone:	Email:

### Accounting Contact (all invoices will be emailed to the contact listed below):

Name:	Title:
Telephone:	Email:

### Bill To Address:

City, State/Province, Postal Code:	Country:
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OverDrive sends emails about promotions, new products and services. By checking this box, you consent to receiving OverDrive's communications and promotional emails to your Primary Contact email address. These emails also include an easy method to manage your subscription(s), including unsubscribing to future emails.

### Annual Fee

My Library will be invoiced an **Annual Fee of \$12,000 (USD)**. The Annual Fee includes an allocation of **\$8,000 (USD)** to use toward the selection of Digital Content.

In addition to the Annual Fee, Library requests to be invoiced in the amount of \$ \_\_\_\_\_ (USD) to be put on deposit with OverDrive for future Digital Content purchases.

All payments due to OverDrive under this Agreement are due within thirty (30) days of presentation of invoice.

### OverDrive Terms and Conditions:

The Initial Term of this Agreement shall be for a twenty four (24) month term, commencing on October 1, 2025. This Agreement shall automatically renew for successive terms of twelve (12) consecutive month terms unless either party provides written notice of intention not to renew ninety (90) days prior to the expiration of the then-current term.

OverDrive Digital Library Reserve is licensed pursuant to the OverDrive Digital Library Reserve Access Agreement, available at <http://www.overdrive.com/dlr-aa.pdf>, the terms of which are incorporated herein and may be modified from time to time.

### Acknowledgement and Acceptance:

On behalf of my Library, I represent and warrant that I have the authority to enter into this Agreement and my signature below indicates my Library's agreement and acceptance of the OverDrive Digital Library Reserve Access Agreement.

By (signature) \_\_\_\_\_ Title \_\_\_\_\_

Name (Print) \_\_\_\_\_ Date \_\_\_\_\_

**Please complete this order form and return by email to your OverDrive Account Manager.**

Thank you for your order!

Vendor states in included email to use this page from previous contract

### Exhibit "A"

#### OverDrive Digital Library features included with Annual Fee:

Collection
Thousands of classic eBooks from Project Gutenberg – free
Web-based staff training to use collection development tools in OverDrive's Marketplace catalog of 700,000+ popular & educational eBooks, audiobooks, & video
Magazines and comics
Services
Library-branded website plus system-wide updates
Authentication options
Web-based staff training – lead by expert trainer (live)
Web-based staff training – access to online Learning Center (recordings)
Reporting module
Customizable marketing resources to promote service to staff and community both inside & outside the library
Secondary-level user support
Technology
OverDrive apps for eBooks, audiobooks, video
Support for Kindle® (US only), and iPad®, plus all major devices
Configuration and license fee
Third-party licenses for digital rights management
Maintenance, hosting & support services
Bandwidth for all downloads

Please complete this order form and return by fax to +1 216-573-6889 or email to [sales@overdrive.com](mailto:sales@overdrive.com).

Thank you for your order

August 1, 2025



Rhonda Kuiper  
Round Rock Public Library  
200 E. Liberty Avenue  
Round Rock, TX 78664

RE: OverDrive as a sole source provider

Dear Rhonda:

OverDrive, Inc. uniquely provides a series of digital library services that enable institutions to lend popular ebooks, digital audiobooks, streaming video, and digital magazines to their authorized users via a single platform.

Available from OverDrive as a sole source provider, we offer a comprehensive suite of services that includes:

- A customized website for libraries and the award-winning, proprietary *Libby* app for patrons to access digital content
- OverDrive's proprietary browser-based formats for digital content, *OverDrive Read* for ebooks and *OverDrive Listen* for audiobooks
- OverDrive's proprietary online *Marketplace* for content ordering, content management, and customized usage reports
- OverDrive's proprietary *Local Content* feature, which enables institutions to upload locally produced and self-published digital content for lending to their users, with lending policies set by the institution
- OverDrive's proprietary *Public Library Connect* feature, which leverages cooperation between OverDrive's library and school customers to enable students to access their public library's digital content collection via OverDrive's student reading app, *Sora*
- OverDrive's *Notify Me* feature, which enables patrons to express interest in a title not currently offered by their library
- *OverDrive APIs*, available via the OverDrive Developer Portal, which allow for deep integration of digital content with library discovery tools
- Download ebooks in the Kindle format and compatibility with all generations of Amazon Kindle (*exclusive to OverDrive*)
- Popular and educational streaming videos available through Kanopy (*exclusive to OverDrive*)
- Digital magazines available through Zinio (*exclusive to OverDrive*)
- Online music lessons from master musicians available through ArtistWorks (*exclusive to OverDrive*)
- Integration with the institution's ILS for real-time patron authentication

As a result of the combination of the above referenced items, as well as OverDrive's continued innovation, market leadership, proven success, and secret processes, OverDrive is the sole vendor to offer these unique services and sought-after materials.

Very truly yours,

A handwritten signature in black ink, appearing to read "Steve Potash".

Steve Potash  
Founder & CEO  
OverDrive, Inc.

# Justification Form

Final Audit Report

2025-10-13

Created:	2025-10-10 (Central Daylight Time)
By:	Adam Gagnon (agagnon@roundrocktexas.gov)
Status:	Signed
Transaction ID:	CBJCHBCAABAAXFX7HcCEs4Tlw6fxxE4x7Tvu_5Ci30MD

## "Justification Form" History

-  Web Form created by Adam Gagnon (agagnon@roundrocktexas.gov)  
2025-03-03 - 4:41:22 PM EST
-  Brandon Rainer (brainer@roundrocktexas.gov) uploaded the following supporting documents:
  -  Attach Vendor Proposal/Quote2025-10-10 - 3:36:21 PM CDT
-  Web Form filled in by Brandon Rainer (brainer@roundrocktexas.gov)  
2025-10-10 - 3:36:21 PM CDT- IP address: 71.42.191.10
-  Email verification link emailed to Brandon Rainer (brainer@roundrocktexas.gov)  
2025-10-10 - 3:36:23 PM CDT
-  Email viewed by Brandon Rainer (brainer@roundrocktexas.gov)  
2025-10-10 - 3:36:52 PM CDT- IP address: 104.47.65.254
-  Approval verified by Brandon Rainer (brainer@roundrocktexas.gov)  
2025-10-10 - 3:36:53 PM CDT- IP address: 104.47.65.254
-  Document emailed to Michelle Cervantes (mcervantes@roundrocktexas.gov) for signature  
2025-10-10 - 3:36:54 PM CDT
-  Email viewed by Michelle Cervantes (mcervantes@roundrocktexas.gov)  
2025-10-13 - 7:05:34 AM CDT- IP address: 104.47.64.254
-  Document e-signed by Michelle Cervantes (mcervantes@roundrocktexas.gov)  
Signature Date: 2025-10-13 - 7:06:03 AM CDT - Time Source: server- IP address: 71.42.191.10
-  Document sent to Adam Gagnon (agagnon@roundrocktexas.gov), Amanda Crowell (acrowell@roundrocktexas.gov), Brandon Rainer (brainer@roundrocktexas.gov), David Carter (dcarter@roundrocktexas.gov), and 3 more for signature. One of them to sign  
2025-10-13 - 7:06:06 AM CDT



 Email sent to Teresa Reddy (treddy@roundrocktexas.gov) bounced and could not be delivered

2025-10-13 - 7:06:37 AM CDT

 Email viewed by Amanda Crowell (acrowell@roundrocktexas.gov)

2025-10-13 - 7:09:12 AM CDT- IP address: 71.42.191.10

 Email viewed by Adam Gagnon (agagnon@roundrocktexas.gov)

2025-10-13 - 7:10:39 AM CDT- IP address: 67.48.88.26

 Email viewed by David Carter (dcarter@roundrocktexas.gov)

2025-10-13 - 8:07:12 AM CDT- IP address: 71.42.191.10

 Email viewed by Heather Foster (hfoster@roundrocktexas.gov)

2025-10-13 - 8:35:02 AM CDT- IP address: 104.47.64.254

 Document e-signed by Adam Gagnon (agagnon@roundrocktexas.gov)

Signature Date: 2025-10-13 - 10:22:31 AM CDT - Time Source: server- IP address: 67.48.88.26

 Agreement completed.

2025-10-13 - 10:22:31 AM CDT

