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Title: CONSIDER APPROVAL OF AMENDMENT NO. 1 TO CONTRACT SERVICES AGREEMENT WITH BROADCAST SUPPORT, INC., DBA 5X5 AV, TO AUTHORIZE THE ASSIGNMENT OF THE CONTRACT TO DONALD ALAN SPRAGUE, DBA DON'S AUDIO VISUAL SERVICES FOR THE CONGRESSWOMAN JUANITA MILLENDER-MCDONALD COMMUNITY CENTER (CITY COUNCIL)

Sponsors:

Indexes:

Code sections:

Attachments: 1. Proposed Contract Amendment No. 1, 2. C-19-035 - Broadcast Support, Inc. Agreement, AudioVisual Services, 3. 1-01-20 Broadcast Support Change

Date	Ver.	Action By	Action	Result
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Report to Mayor and City Council

Wednesday, March 04, 2020

Consent

SUBJECT:

CONSIDER APPROVAL OF AMENDMENT NO. 1 TO CONTRACT SERVICES AGREEMENT WITH BROADCAST SUPPORT, INC., DBA 5X5 AV, TO AUTHORIZE THE ASSIGNMENT OF THE CONTRACT TO DONALD ALAN SPRAGUE, DBA DON'S AUDIO VISUAL SERVICES FOR THE CONGRESSWOMAN JUANITA MILLENDER-MCDONALD COMMUNITY CENTER (CITY COUNCIL)

I. SUMMARY

At the April 16, 2019 City Council meeting, the City Council approved a contract with Broadcast Support Inc., dba 5X5AV ("Broadcast"), to provide audio-visual services for the Congresswoman Juanita Millender-McDonald Community Center for a three-year term for a not-to-exceed contract sum of \$105,000 (\$35,000 annually). Pursuant to that approval, the City and Broadcast executed a contract services agreement ("Contract") (Exhibit 2) effective January 1, 2019, for the service period of January 1, 2019 through December 31, 2021.

Broadcast has requested to transfer and assign its interest in the Agreement to Donald Alan Sprague, a sole proprietor operating under the fictitious business name "Don's Audio Visual Services" ("Don's"), and City staff and Don's are amenable to the request. The

proposed Amendment No. 1 (Exhibit 1) would formally authorize the request and thereby make Don's the consultant under the Agreement effective retroactively as of January 1, 2020.

II. RECOMMENDATION

TAKE the following actions:

1. APPROVE the attached proposed Amendment No. 1 to Contract Services Agreement with Broadcast Support Inc., d/b/a 5X5AV and Donald Alan Sprague, dba "Don's Audio Visual Services ("Amendment No. 1") (Exhibit 1); and
2. AUTHORIZE the Mayor to execute Amendment No. 1 following approval as to form by the City Attorney.

III. ALTERNATIVES

1. DO NOT APPROVE the proposed Amendment No. 1.
2. TAKE another action the City Council deems appropriate.

IV. BACKGROUND

At its April 16, 2019 meeting, the City Council approved the contract (Exhibit 2) for Broadcast to provide audio-visual services at the Community Center for a three-year term for a total not-to-exceed contract sum of \$105,000. The contract was executed effective January 1, 2019, for the service period of January 1, 2019 through December 31, 2021.

Broadcast now desires to assign the Agreement to Don's, effective January 1, 2020. Broadcast requested this transfer by a letter to the City dated January 1, 2020 (Exhibit 3). The nature of the request, though not discussed in the letter, is that Donald Alan Sprague (owner of Don's) worked together with Scott Ramsay as Broadcast to provide the services under the Contract to the City in 2019, and Mr. Ramsay then determined that he no longer wished to have an interest in the Contract. Mr. Ramsay would like to relinquish his interest in the Contract to Mr. Sprague, and Mr. Sprague formed Don's for purposes of accepting the continued interest in the Contract.

The City began receiving invoices for services performed under the Agreement under the name of Don's as of January 1, 2020. However, the letter (Exhibit 3) was ineffective to authorize the transfer, because Section 4.5 of the Contract prohibits the consultant from transferring its interest in the Contract without the *prior* written approval of the City Council, which was not obtained. As such, the services have been performed by Don's since January 1, 2020, without proper authorization under the Contract. A contract amendment approved by the City Council is necessary to retroactively assign the Contract to Don's, and thereby authorize performance of the services by Don's, effective as of January 1, 2020.

City staff has confirmed that Don's is properly registered with the Secretary of State and authorized to do business in California.

The proposed Amendment No. 1 (Exhibit 1) would transfer and assign Broadcasts' rights, interests, duties and obligations under the Agreement to Don's, effective retroactively to January 1, 2020. The Amendment would be signed by Don's and by Broadcast, acknowledging and consenting to the transfer. The remaining contract sum amount as of the effective date of the proposed Amendment No. 1 is \$70,000.00 (\$35,000 per year for two years).

V. FISCAL IMPACT

No additional funds are being requested at this time. Funds for audio-visual services were included in the FY 2019-2020 adopted budget in account # 101-90-930-101-7002. Costs associated with services are a pass through from clients and are budget neutral.

VI. EXHIBITS

1. Proposed Amendment No. 1 (pgs. 4-11).
2. Original Contract (pgs.12-72).
3. Letter from Broadcast dated January 1, 2020 (pg. 73).

Prepared by: Adrian Reynosa, Community Center Manager