

THIRD AMENDMENT TO AGREEMENT NUMBER 0023030

THIS THIRD AMENDMENT TO AGREEMENT NUMBER 0023030 (the "Amendment") is effective as of this 25th day of November, 2025 (the "Effective Date"), by and between Shutterfly Lifetouch, LLC, (hereinafter called "the Contractor"), and Olathe Public Schools USD 233 (hereinafter called "District"), Further the term "Agreement," as used herein, will collectively refer to Agreement Number 0023030 as modified by this Amendment.

In the event of any conflict between the terms of this Amendment and the original Agreement to which it is amended, the terms of this Amendment will supersede the terms of the original Agreement and will be controlling.

1.1 TERM OF AGREEMENT

The original awarded term of this Agreement shall begin October 2, 2023, and extend through June 30, 2029. During extension periods, all terms and conditions of this Agreement shall remain in effect.

1.2 ASSUMPTION OF SERVICES AND AGREEMENT TO TERMS

This Third Amendment acknowledges and accepts notification that CADY Studios, LLC ("CADY") has acquired the high school photography business previously managed by Lifetouch, Inc. (Lifetouch Prestige or Prestige Portraits). This transition applies exclusively to high school photography services, while Lifetouch will continue to manage grades K-8 per the terms of the contract.

CADY agrees to assume and honor all applicable terms, conditions, and deliverables outlined in the solicitation and Lifetouch's awarded submission as they relate to high school photography services, effective at the start of school year 2026-2027. CADY will continue to comply with all technical specifications, confidentiality clauses, and reporting obligations described in the agreement. Notwithstanding the foregoing, Lifetouch may continue to offer photography services for high school and senior programs in districts where CADY has not elected to provide those services.

1.3 ACKNOWLEDGMENT OF TERMS & DELIVERABLES

CADY agrees to honor all terms, pricing structures, commissions, deliverables, and technical specifications established under the original Agreement including, but not limited to:

- Providing high-quality school portraits, senior sessions, and yearbook photography.
- Ensuring all required products, images, and reports remain available upon request.
- Complying with all relevant state, federal, and district regulations, including data privacy requirements (FERPA).

- Matching the existing commission structure set forth in the Agreement.

1.4 MODIFIED OFFERINGS BY LIFETOUCH

- a. All reference to Prestige service options shall be removed from the service offerings in the Agreement.
- b. Lifetouch shall no longer offer 18% Senior Commissions. Pursuant to the above, CADY shall honor existing commission commitments for Participating Agencies.
- c. Value Added Products and Services as described in Exhibit B shall be modified as follows:
 - (i) Candid Images – Digital Access description shall be modified to state: Candid images may be available for the school's administrative or yearbook use.
 - (ii) Group description shall be modified to state: Staff, Athletic, and Club group photography may be available for the school's administrative or yearbook use.
 - (iii) Parent Volunteer Packages description shall be modified to state: Parent volunteers will receive an offer for picture packages. Value may vary.
 - (iv) Print ID Cards/Digital ID Cards description shall be modified to state: Printed ID Cards may be available.
 - (v) Revenue Share description shall be modified to remove Senior Portraits from this category.

1.5 MULTIPLE COUNTERPARTS

This Amendment may be executed in multiple counterparts, via facsimile, electronic, or other physical delivery, each of which shall constitute an original, but all of which together shall constitute but one instrument.

1.6 ENTIRE AGREEMENT

Except as modified by the terms of this Amendment, the Agreement remains in full force and effect, and this Amendment, along with the original Agreement Number 0023030, constitute the entire Agreement between the parties. No change thereto shall be valid unless communicated in writing in the stipulated manner and signed by the District and the Contractor.

[Signature page follows]

OLATHE PUBLIC SCHOOLS USD 233

By: Jennifer Walker

Name: Jennifer Walker

Title: Asst. Director Business & Finance – Procurement

Date: October 20, 2025

CADY STUDIOS, LLC

By: Philip Kennedy

Name: Philip Kennedy

Title: Chief Sales Officer

Date: Dec 2nd, 2025

SHUTTERFLY LIFETOUCH, LLC

Signed by:

By: J. Robison
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Name: Jared Robison

Title: Regional Vice President

Date: 11/25/2025

GOVMVMT PURCHASING COOPERATIVE

By: Nancy Parrish

Name: Nancy Parrish

Title: Board Chair

Date: December 3, 2025