

**AMENDMENT #3 TO MAINTENANCE SERVICES AGREEMENT
BETWEEN NICE Systems, Inc. and County of Monterey**

This AMENDMENT is made to the Maintenance Services Agreement between NICE Systems, Inc. ("NICE") and County of Monterey, hereinafter referred to as "Customer".

WHEREAS, the NICE and the Customer previously entered into a Maintenance Services Agreement dated September 20, 2009 (the "Maintenance Services Agreement"), a copy of which is attached hereto and incorporated herein by reference;

WHEREAS, NICE and Customer executed Amendment #1 to Maintenance Agreement effective January 5, 2008 to clarify the term; and

WHEREAS, the Amendment #2 to Maintenance Services Agreement was executed on May 14, 2009 with the purpose of that Amendment #2 to modify the service level agreement from "silver level" to "gold level";

WHEREAS, the Amendment #2 to Maintenance Services Agreement replaced the original Exhibit B and Exhibit C in their entirety and the Exhibit C (NICE MAINTENANCE AND ADDITIONAL SERVICES PRICE LIST) attached to that Amendment #2 included an incorrect pricing table; and

WHEREAS, through this Amendment #3, NICE and the County wish to correct Exhibit C.

NOW THEREFORE, the County and CONTRACTOR hereby agree to amend the AGREEMENT in the following manner:

1. Exhibit C in the Agreement shall be replaced in its entirety with Exhibit C – Corrected attached herein.
2. Except as provided herein, all remaining terms, conditions and provisions of the AGREEMENT are unchanged and unaffected by this AMENDMENT and shall continue in full force and effect as set forth in the AGREEMENT.
3. A copy of the AMENDMENT shall be attached to the original AGREEMENT executed by the County on May 21, 2009.

IN WITNESS WHEREOF, the parties have executed the AMENDMENT on the day and year written below.

MONTEREY COUNTY

CONTRACTOR

Contracts/Purchasing Officer

By _____

Dated _____

Company Representative

Printed Name _____

Dated _____

APPROVED AS TO FORM:

Deputy County Counsel

Dated _____

APPROVED AS TO FISCAL PROVISIONS:

Auditor-Controller

Dated _____

EXHIBIT C – CORRECTED

NICE MAINTENANCE AND ADDITIONAL SERVICES PRICE LIST

Maintenance Services and Additional Services will be billed to Customer according to the fee schedule below. Any services that are not included on the lists of Maintenance Services and Additional Services set forth in the Service Level Agreement attached to the Agreement as Exhibit B shall be provided pursuant to a separate written agreement to be executed by the parties in the future.

| Services | Price |
|-----------------------|---------------|
| Maintenance Services* | \$32,594.00** |

* Gold Level Maintenance Services include all services listed in the Maintenance Services section of the Service Level Agreement attached hereto as Exhibit B.

** Price does not include Sales Tax

Additional Services shall be billed at NICE's then current hourly rates. Any Additional Services shall be pursuant to a separate written agreement to be executed by the parties in the future. Expenses will be billed as incurred as they related to Additional Services. Detailed copies of expense receipts shall accompany each invoice. If those expenses include travel costs, NICE shall comply with the Monterey County Travel Policy which is available on the Monterey County website at <http://www.co.monterey.ca.us/auditor/policy.htm>