

**AMENDMENT NO. 5
TO AGREEMENT No. A-11065 / MYA348
BETWEEN Kronos Inc. AND
THE NATIVIDAD MEDICAL CENTER
FOR**

**Kronos Workforce Suite Software, Licensing Software Support, Upgrades and Maintenance,
Equipment Maintenance and Professional Services**

This Amendment No. 5 to Agreement No. A-11065 / MYA348 ("Agreement"), dated November 20, 2007 is entered into by and between the County of Monterey, on behalf of Natividad Medical Center ("NMC"), and Kronos Incorporated (Contractor), with respect to the following:

RECITALS

WHEREAS, the County and Contractor amended the Agreement previously on April 1, 2010 via Amendment No. 1, on October 1, 2010 via Amendment No. 2, and on October 1, 2011 via Amendment No. 3; and on December 5, 2012 via Renewal and Amendment No. 4; and

WHEREAS, the County and Contractor wish to amend the Agreement to extend the term end date to allow for existing services to continue and to add additional services requested by County; and

WHEREAS, the County and Contractor wish to renew and amend the Agreement to increase the amount of the Agreement by \$241,499.60 because of the term extension and the amount payable for services rendered.

AGREEMENT

NOW, THEREFORE, the parties agree to amend the Agreement as follows:

1. Amendment-No.5 to Exhibit A, attached to this Amendment, is hereby incorporated into Exhibit A. All references in the Agreement to Exhibit A shall be construed to include Amendment- 5 to Exhibit A.
2. The following language is incorporated into Section 1; *Payment and Delivery* of Exhibit 1; *The Kronos Sales, Software License and Services Agreement*: "The total amount payable by County to Contractor under Agreement No. (MYA348) shall not exceed the total sum of \$2,456,363.74 for the full term of the Agreement."
3. Except as provided herein, all remaining terms, conditions and provisions of the Agreement and Amendment Nos.1, 2, 3 and 4, are unchanged and unaffected by this Amendment No. 5 and shall continue in full force and effect as set forth in the Agreement.
4. A copy of this Amendment No. 5 and all previous amendments shall be attached to the original Agreement (No. MYA348).
5. The effective date of this ~~Renewal and~~ Amendment No. 5 is January 1, 2014.

IN WITNESS WHEREOF, the parties hereto are in agreement with this Amendment on the basis set forth in this document and have executed this Amendment on the day and year set forth herein.

Natividad Medical Center

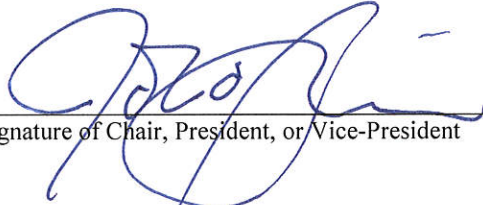
Contractor

By: _____
Sid Cato, NMC Contracts Manager

Kronos Incorporated

Contractor's Business Name*** (see instructions)

Date: _____



Signature of Chair, President, or Vice-President

By: _____
Harry Weis, NMC Chief Executive Officer


John O'Brien, Sr. Vice President, Americas

Name and Title


Date: _____

Date: December 6, 2013

APPROVED AS TO LEGAL PROVISIONS

By: 

Anne Brereton
Monterey County, Deputy County Counsel

By: 

(Signature of Secretary, Asst. Secretary, CFO,
Treasurer or Asst. Treasurer)

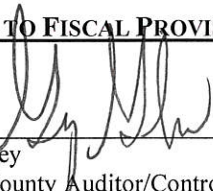
Date: Dec. 19, 2013

Alyce Moore, Asst. Secretary

Name and Title

Date: December 6, 2013

APPROVED AS TO FISCAL PROVISIONS

By: 

Gary Giboney
Monterey County Auditor/Controller's Office

Date: 12-19-13

*****Instructions**

If CONTRACTOR is a corporation, including limited liability and non-profit corporations, the full legal name of the corporation shall be set forth above together with the signatures of two specified officers (two signatures required).

If CONTRACTOR is a partnership, the name of the partnership shall be set forth above together with the signature of a partner who has authority to execute this Agreement on behalf of the partnership (two signatures required).

If CONTRACTOR is contracting in and individual capacity, the individual shall set forth the name of the business, if any and shall personally sign the Agreement (one signature required)

Natividad Medical Center

By: _____
Sid Cato, NMC Contracts Manager

Date: _____

By:  _____
Harry Weis, NMC Chief Executive Officer

Date: 12/11/13 _____

APPROVED AS TO LEGAL PROVISIONS

By: _____
Anne Brereton
Monterey County, Deputy County Counsel

Date: _____

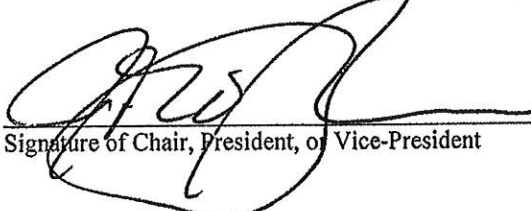
APPROVED AS TO FISCAL PROVISIONS

By: _____
Gary Giboney
Monterey County Auditor/Controller's Office

Date: _____


Contractor

Kronos Incorporated
Contractor's Business Name*** (see instructions)

 _____
Signature of Chair, President, or Vice-President

John O'Brien, Sr. Vice President, Americas
Name and Title

Date: December 6, 2013 _____

By:  _____
(Signature of Secretary, Asst. Secretary, CFO,
Treasurer or Asst. Treasurer)

Alyce Moore, Asst. Secretary
Name and Title

Date: December 6, 2013 _____

*****Instructions**

If CONTRACTOR is a corporation, including limited liability and non-profit corporations, the full legal name of the corporation shall be set forth above together with the signatures of two specified officers (two signatures required).

If CONTRACTOR is a partnership, the name of the partnership shall be set forth above together with the signature of a partner who has authority to execute this Agreement on behalf of the partnership (two signatures required).

If CONTRACTOR is contracting in an individual capacity, the individual shall set forth the name of the business, if any and shall personally sign the Agreement (one signature required)

Kronos Amendment #5 Cost Sheet

Momentum for Healthcare	\$213,750.00
KSS Tool, FT-PT Analysis Report V6	\$5,000.00
Support Service	\$1,100.00
Momentum Enterprise	\$950.00
Workforce Record Manager V6	\$9,180.00
Support Service	\$2,019.60
Momentum Online Remote Team/Database Maintenance Services	\$9,500.00
Total of Amendment #5	\$241,499.60
Previously Approved Amount	\$2,214,864.14
New Total "Not to Exceed" Amount	\$2,456,363.74



ORDER FORM

Quote#: 393872 - 1
 Expires: 27-DEC-2013
 Prepared By: Hood, Edward Doug

Order Type: Upgrade US
 Date: 08-NOV-2013
 Page: 1/2

Bill To: NATIVIDAD MEDICAL CENTER
 1441 CONSTITUTION BLVD
 SALINAS
 CA 93906
 United States

Ship To: Attn: JANINE BOUYEA
 NATIVIDAD MEDICAL CENTER
 1441 CONSTITUTION BLVD
 SALINAS
 CA 93906
 United States

Solution ID: 6083270

Contact:
 Email:

Payment Terms: N30
 Currency: USD
 Customer PO Number:

FOB: Shipping Point
 Ship Method:
 Freight Term: Prepay & Add

Order Notes:

This order is subject to the terms and conditions of that certain Sales, Software License and Services Agreement between Kronos and Customer dated 11-20-2007, as Amended by Amendment No. 1 with an effective date of 4-1-2010, and as further amended by Amendment No. 2 with effective date of 10-1-2010, and as further amended by Amendment No. 3 with an effective date of 10-1-2011, and as further amended by Amendment No. 4 with an effective date of 12-5-2012.

Contacts: Chrissy Garza garzaic@natividad.com (831) 783-2702
 Janine Bouyea bouyeaJ@natividad.com

PROFESSIONAL SERVICES / EDUCATIONAL SERVICES

Item	Quantity	Unit Price	Total Price
MOMENTUM FOR HEALTHCARE	1125 Hours		\$213,750.00
Project Manager	225 Hours	\$190.00	
Solution Consultant	450 Hours	\$190.00	
Application Consultant	450 Hours	\$190.00	
	Total Price		\$213,750.00

QUOTE SUMMARY

Description	Total Price
Subtotal	\$213,750.00
Deposit	(\$0.00)
Tax	\$0.00
Grand Total	\$213,750.00

Kronos | Time & Attendance • Scheduling • Absence Management • HR & Payroll • Hiring • Labor Analytics

Kronos Incorporated 297 Billerica Road Chelmsford, MA 01824 (800) 225-1561 (978) 250-9800 www.kronos.com



ORDER FORM

Quote#: 397153 - 1
 Expires: 27-DEC-2013
 Prepared By: Hood, Edward Doug

Order Type: Upgrade US
 Date: 19-NOV-2013
 Page: 1/2

Bill To: NATIVIDAD MEDICAL CENTER
 1441 CONSTITUTION BLVD
 SALINAS
 CA 93906
 United States

Ship To: Attn:JANINE BOUYEA
 NATIVIDAD MEDICAL CENTER
 1441 CONSTITUTION BLVD
 SALINAS
 CA 93906
 United States

Solution ID: 6083270

Contact: Janine Bouyea
Email: bouyeaJ@natividad.com

Payment Terms: N30
Currency: USD
Customer PO Number:

FOB: Shipping Point
Ship Method:
Freight Term: Prepay & Add

Order Notes:

This order is subject to the terms and conditions of that certain Sales, Software License and Services Agreement between Kronos and Customer dated 11-20-2007, as Amended by Amendment No. 1 with an effective date of 4-1-2010, and as further amended by Amendment No. 2 with effective date of 10-1-2010, and as further amended by Amendment No. 3 with an effective date of 10-1-2011, and as further amended by Amendment No. 4 with an effective date of 12-5-2012.

Contacts: Chrissy Garza garzaic@natividad.com (831) 783-2702
 Janine Bouyea bouyeaJ@natividad.com

Your Kronos solution includes:

SOFTWARE

Item	License/Qty	Total Price
KSS TOOL,FT-PT ANALYSIS REPORT V6	1	
	Total Price	\$5,000.00

*Includes applicable software media

SUPPORT SERVICES

Item	Duration	Total Price
GOLD SUPPORT SERVICE	1 YR	\$1,100.00
	Total Price	\$1,100.00

*Support values listed above are total for all applicable products in each section of this Order Form

PROFESSIONAL SERVICES / EDUCATIONAL SERVICES

Item	Quantity	Unit Price	Total Price
MOMENTUM ENTERPRISE	5 Hours		\$950.00
	Project Manager 1 Hours	\$190.00	
	Application Consultant 4 Hours	\$190.00	
	Total Price		\$950.00



Quote#: 397153 - 1

Page: 2/2

QUOTE SUMMARY

Description	Total Price
Subtotal	\$7,050.00
Deposit	(\$0.00)
Tax	\$0.00
Grand Total	\$7,050.00

NATIVIDAD MEDICAL CENTER

Kronos Incorporated

Signature: _____

Signature: _____

Name: _____

Name: _____

Title: _____

Title: _____

Effective Date: _____

Effective Date: _____

Invoice amount will reflect deposit received. All professional services are billed as delivered with a payment term of Net Upon Receipt. Unless otherwise indicated above, this order is subject to the attached terms and conditions which the customer acknowledges have been read. THIS ORDER IS SUBJECT TO APPLICABLE TAXES. THE TAX AMOUNT SHOWN ON THIS ORDER IS ONLY AN ESTIMATE. THE ACTUAL TAX AMOUNT TO BE PAID BY CUSTOMER WILL BE SHOWN ON CUSTOMER'S INVOICE. The JBoss® Enterprise Middleware components embedded in the Software are subject to the End User License Agreement found at http://www.redhat.com/licenses/jboss_eula.html. Shipping and handling charges will be reflected on the final invoice.



ORDER FORM

Quote#: 397161 - 1
 Expires: 27-DEC-2013
 Prepared By: Hood, Edward Doug

Order Type: Upgrade US
 Date: 20-NOV-2013
 Page: 1/2

Bill To: NATIVIDAD MEDICAL CENTER
 1441 CONSTITUTION BLVD
 SALINAS
 CA 93906
 United States

Ship To: Attn:JANINE BOUYEA
 NATIVIDAD MEDICAL CENTER
 1441 CONSTITUTION BLVD
 SALINAS
 CA 93906
 United States

Solution ID: 6083270

Contact: Janine Bouyea
Email: bouyeaJ@natividad.com

Payment Terms: N30
Currency: USD
Customer PO Number:

FOB: Shipping Point
Ship Method:
Freight Term: Prepay & Add

Order Notes:

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Contacts: Chrissy Garza garzalc@natividad.com (831) 783-2702
 Janine Bouyea bouyeaJ@natividad.com

Your Kronos solution includes:

SOFTWARE

Item	License/Qty	Total Price
WORKFORCE RECORD MANAGER V6	1800	
	Total Price	\$9,180.00

SUPPORT SERVICES

Item	Duration	Total Price
GOLD SUPPORT SERVICE	1 YR	\$2,019.60
	Total Price	\$2,019.60

*Support values listed above are total for all applicable products in each section of this Order Form

PROFESSIONAL SERVICES / EDUCATIONAL SERVICES

Item	Quantity	Unit Price	Total Price
MOMENTUM ONLINE REMOTE TEAM	2 Hours	\$190.00	\$380.00
	Project Manager 2 Hours	\$190.00	
DATABASE MAINTENANCE SERVICES	48 Hours	\$190.00	\$9,120.00
	Technology Consultant 48 Hours	\$190.00	
	Total Price		\$9,500.00

Kronos | Time & Attendance • Scheduling • Absence Management • HR & Payroll • Hiring • Labor Analytics



Quote#: 397161 - 1

Page: 2/2

QUOTE SUMMARY

Description	Total Price
Subtotal	\$20,699.60
Deposit	(\$0.00)
Tax	\$0.00
Grand Total	\$20,699.60

NATIVIDAD MEDICAL CENTER

Kronos Incorporated

Signature: _____

Signature: _____

Name: _____

Name: _____

Title: _____

Title: _____

Effective Date: _____

Effective Date: _____

Invoice amount will reflect deposit received. All professional services are billed as delivered with a payment term of Net Upon Receipt. Unless otherwise indicated above, this order is subject to the attached terms and conditions which the customer acknowledges have been read. THIS ORDER IS SUBJECT TO APPLICABLE TAXES. THE TAX AMOUNT SHOWN ON THIS ORDER IS ONLY AN ESTIMATE. THE ACTUAL TAX AMOUNT TO BE PAID BY CUSTOMER WILL BE SHOWN ON CUSTOMER'S INVOICE. The JBoss® Enterprise Middleware components embedded in the Software are subject to the End User License Agreement found at http://www.redhat.com/licenses/jboss_eula.html. Shipping and handling charges will be reflected on the final invoice.