

**AMENDMENT NO. 7  
TO SERVICES AGREEMENT  
BETWEEN KRONOS, INC., AND  
NATIVIDAD MEDICAL CENTER  
FOR  
SOFTWARE SUPPORT & PROFESSIONAL SERVICES**

This Amendment No. 7 to the Services Agreement ("Agreement"), dated November 20, 2007 is entered into by and between the County of Monterey, on behalf of Natividad Medical Center (hereinafter "NMC"), and **Kronos Incorporated.**, (hereinafter "CONTRACTOR"), with respect to the following:

**RECITALS**

**WHEREAS**, the Agreement was executed for Visionware, Workforce Timekeeper and Workforce Scheduler Services with a term of November 20, 2007 through September 30, 2010 and a total Agreement amount not to exceed \$558,930; and

**WHEREAS**, NMC and CONTRACTOR amended the Agreement via Amendment No. 1 to extend the term for an additional one year period through September 30, 2011 and to add an additional \$1,861,450, thereby increasing the total agreement amount to \$2,420,380; and

**WHEREAS**, NMC and CONTRACTOR amended the Agreement via Amendment No. 2 add an additional \$58,410, thereby increasing the total agreement amount to \$2,478,790; and

**WHEREAS**, NMC and CONTRACTOR amended the Agreement via Amendment No. 3 to extend the term for an additional twenty one (21) month period through June 30, 2013 and to reduce the amount by \$848,053, thereby decreasing the total agreement amount to \$1,630,737; and

**WHEREAS**, NMC and CONTRACTOR amended the Agreement via Amendment No.4 to extend the term for an additional one year period through June 30, 2014 and to add an additional \$584,126, thereby increasing the total agreement amount to \$2,214,863; and

**WHEREAS**, NMC and CONTRACTOR amended the Agreement via Amendment No. 5 to add an additional \$241,500, thereby increasing the total agreement amount to \$2,456,363; and

**WHEREAS**, NMC and CONTRACTOR amended the Agreement via Amendment No. 6 to extend the term for an additional one year period through June 30, 2015 with no increase to the total agreement amount; and

**WHEREAS**, Exhibit 4 & 5 of the Original Agreement, Attachment A of Amendment No.1, Attachments A & B of Amendment No.2, Amendment No.4 to Exhibit 1 of Amendment No.4, and Amendment No.5 to Exhibit A of Amendment No.5 shall be collectively referred to as "Exhibit A" from this point forward and shall represent the collective statement of work to date; and

**WHEREAS**, NMC and CONTRACTOR currently wish to amend the Agreement to extend the term for an additional one year period through June 30, 2016 to allow for services to continue, adding an additional \$126,328 as per the attached Exhibit A-7 Support Services Quote dated February 25, 2015, for a revised total Agreement amount not to exceed \$2,582,692.

**AGREEMENT**

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

1. The Agreement is hereby renewed on the terms and conditions as set forth in Original Agreement and in Amendment No.1, Amendment No. 2, Amendment No. 3, Renewal and Amendment No. 4, Amendment No. 5, and Amendment No. 6, incorporated herein by this reference, except as specifically set forth below.

2. Section 1.1 under "TERM OF AGREEMENT" shall be amended to the following; ***"The term of the AGREEMENT is November 1, 2007 through and including June 30, 2016"***.
3. Section 5, "Compensation and Payment" shall be amended to the following; ***"It is mutually understood and agreed by both parties CONTRACTOR shall be compensated under the Agreement in accordance with the Order Forms which document the pricing for new services, and the Support Services Quotes and the Service Renewal Quotes both of which document pricing for the continuation of existing services, all in accordance with the payment terms and conditions of the Agreement"***.
4. Except as provided herein, all remaining terms, conditions and provisions of the Agreement are unchanged and unaffected by this Amendment No. 7 and shall continue in full force and effect as set forth in the Agreement and in Amendment No.1, Amendment No. 2, Amendment No. 3, Renewal and Amendment No. 4, Amendment No. 5, and Amendment No. 6.
5. A copy of this Amendment No. 7 shall be attached to the Original Agreement.

*Signature page to follow*

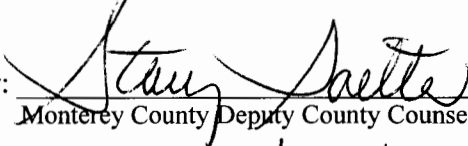
IN WITNESS WHEREOF, the parties hereto are in agreement with this Amendment No. 7 on the basis set forth in this document and have executed this Amendment No. 7 on the day and year set forth herein.

**Natividad Medical Center**

By: \_\_\_\_\_  
Gary R. Gray, DO, Interim CEO

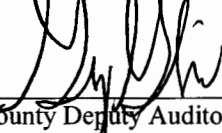
Date: \_\_\_\_\_

**APPROVED AS TO LEGAL PROVISIONS**

By:  \_\_\_\_\_  
Monterey County Deputy County Counsel

Date: 6/26/15

**APPROVED AS TO FISCAL PROVISIONS**

By:  \_\_\_\_\_  
Monterey County Deputy Auditor/Controller

Date: 6-29-15

**CONTRACTOR**

Kronos, Inc.  
**CONTRACTOR's Business Name\*\*\*** (see instructions)

\_\_\_\_\_  
Signature of Chair, President, or Vice-President

\_\_\_\_\_  
Name and Title

Date: \_\_\_\_\_

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

\_\_\_\_\_  
Name and Title

Date: \_\_\_\_\_

**\*\*\*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)



# Support Services Quote

Page 1 of 3

**Payment Terms:** Net 30 Days  
**Currency:** USD  
**Customer PO Number:**

**Quote Type:** Renewal  
**Customer:** NATIVIDAD MEDICAL CENTER  
**Solution ID:** 6083270  
**Contract #:** 1178219 R27-JAN-15  
**Date:** 25-FEB-2015  
**Prepared by:** Yolanda Abram / West3

**Bill To:** NATIVIDAD MEDICAL CENTER  
1441 CONSTITUTION BLVD  
SALINAS CA 93906  
UNITED STATES

**Ship To:** NATIVIDAD MEDICAL CENTER  
1441 CONSTITUTION BLVD  
SALINAS CA 93906  
UNITED STATES

**Contact:** L. JANINE BOUYEA  
**Email:** bouyeaj@natividad.com

## CONTRACT SUMMARY

**Contract Period:** 28-MAY-2015 - 30-JUN-2016

| Description                | Support Services    | Estimated Tax   | Subtotal            |
|----------------------------|---------------------|-----------------|---------------------|
| Software Support Services  | \$109,454.25        | \$536.77        | \$109,991.02        |
| Equipment Support Services | \$13,867.56         | \$0.00          | \$13,867.56         |
| Educational Services       | \$2,469.01          | \$0.00          | \$2,469.01          |
| <b>Total</b>               | <b>\$125,790.82</b> | <b>\$536.77</b> | <b>\$126,327.59</b> |

**Annualized Contract Value:** \$126,227.01

The Annualized Contract Value is the value of the contract if all services are priced for 365 days. The Annualized Contract Value does not include estimated tax. Please note that this quote may include services priced for prorated periods.

## IMPORTANT NOTES

Support Services are subject to applicable taxes. The tax amount shown on this quote is only an estimate. The actual tax due will be reflected on the invoice.

|                                 |                            |
|---------------------------------|----------------------------|
| <b>NATIVIDAD MEDICAL CENTER</b> | <b>KRONOS INCORPORATED</b> |
| Signature: _____                | Signature: _____           |
| Name: _____                     | Name: _____                |
| Title: _____                    | Title: _____               |
| Date: _____                     | Date: _____                |

4



# Support Services Quote

**Payment Terms:** Net 30 Days  
**Currency:** USD  
**Customer PO Number:**

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**Contact:** L. JANINE BOUYEA  
**Email:** bouyeaj@natividad.com

## SOFTWARE SUPPORT SERVICES

| Line | Support Service Level | Covered Product                       | License Count | Start Date  | End Date    | Duration (days) |
|------|-----------------------|---------------------------------------|---------------|-------------|-------------|-----------------|
| 1    | Gold                  | KSS TOOL,FT-PT ANALYSIS REPORT V6     |               | 28-MAY-2015 | 30-JUN-2016 | 400             |
| 2    | Gold                  | KSS TOOL,FT-PT ANALYSIS REPORT V7     |               | 28-MAY-2015 | 30-JUN-2016 | 400             |
| 3    | Gold                  | WORKFORCE RECORD MANAGER V6           | 1,500         | 29-MAY-2015 | 30-JUN-2016 | 399             |
| 4    | Gold                  | WORKFORCE RECORD MANAGER V7           | 1,500         | 29-MAY-2015 | 30-JUN-2016 | 399             |
| 5    | Gold                  | WORKFORCE TABLET V7                   | 3             | 24-JUN-2015 | 30-JUN-2016 | 373             |
| 6    | Gold                  | VISION,M/U,WEB                        | 1,250         | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 7    | Gold                  | WORKFORCE ABSENCE MANAGER V7          | 1,250         | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 8    | Gold                  | WORKFORCE ADMINISTRATOR HR/PR V7      | 15            | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 9    | Gold                  | WORKFORCE EMPLOYEE HR/PR V7           | 1,500         | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 10   | Gold                  | WORKFORCE EMPLOYEE V7                 | 1,150         | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 11   | Gold                  | WORKFORCE HR V7                       | 1,500         | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 12   | Gold                  | WORKFORCE INTEGRATION MANAGER V7      | 1,500         | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 13   | Gold                  | WORKFORCE MANAGER HR/PR V7            | 85            | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 14   | Gold                  | WORKFORCE MANAGER V7                  | 105           | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 15   | Gold                  | WORKFORCE MOBILE EMPLOYEE V6          | 1,500         | 01-JUL-2015 | 30-JUN-2016 | 366             |
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| 18   | Gold                  | WORKFORCE MOBILE MANAGER V7           | 105           | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 19   | Gold                  | WORKFORCE SCHEDULER V6                | 850           | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 20   | Gold                  | WORKFORCE SCHEDULER V7                | 850           | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 21   | Gold                  | WORKFORCE TIMEKEEPER V7               | 1,500         | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 22   | Gold                  | WORKFORCE ANALYTICS FOR HEALTHCARE V6 | 1,500         | 23-JUL-2015 | 30-JUN-2016 | 344             |
| 23   | Gold                  | WORKFORCE ANALYTICS FOR HEALTHCARE V7 | 1,500         | 23-JUL-2015 | 30-JUN-2016 | 344             |
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| 26   | Gold                  | WORKFORCE ABSENCE MANAGER V7          | 250           | 28-JUL-2015 | 30-JUN-2016 | 339             |
| 27   | Gold                  | WORKFORCE EMPLOYEE V7                 | 350           | 28-JUL-2015 | 30-JUN-2016 | 339             |

|                           | Support Services | Estimated Tax | Subtotal     |
|---------------------------|------------------|---------------|--------------|
| Software Support Services | \$109,454.25     | \$536.77      | \$109,991.02 |

## EQUIPMENT SUPPORT SERVICES



# Support Services Quote

| Line | Support Service Level | Covered Product          | Quantity | Start Date  | End Date    | Duration (days) |
|------|-----------------------|--------------------------|----------|-------------|-------------|-----------------|
| 1    | Depot Exchange        | Data Collection: 4000    | 17       | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 2    | Depot Exchange        | Data Collection: InTouch | 19       | 01-JUL-2015 | 30-JUN-2016 | 366             |
| 3    | Depot Exchange        | Options: InTouch         | 19       | 01-JUL-2015 | 30-JUN-2016 | 366             |

|                            | Support Services | Estimated Tax | Subtotal    |
|----------------------------|------------------|---------------|-------------|
| Equipment Support Services | \$13,867.56      | \$0.00        | \$13,867.56 |

## EDUCATIONAL SERVICES

| Line | Support Service Level    | Covered Product | License Count | Start Date  | End Date    | Duration (days) |
|------|--------------------------|-----------------|---------------|-------------|-------------|-----------------|
| 1    | Ed Services Subscription | KNOWLEDGE PASS  |               | 01-JUL-2015 | 30-JUN-2016 | 366             |

|                      | Support Services | Estimated Tax | Subtotal   |
|----------------------|------------------|---------------|------------|
| Educational Services | \$2,469.01       | \$0.00        | \$2,469.01 |



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Page 1 of 3

|                                   |   |
|-----------------------------------|---|
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|                                   | <b>Contract #:</b> 1178219 R27-JAN-15     |
|                                   | <b>Date:</b> 25-FEB-2015                  |
|                                   | <b>Prepared by:</b> Yolanda Abram / West3 |

|   |   |
|---|---|
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|                                  | Support Services | Estimated Tax | Subtotal     |
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## EQUIPMENT SUPPORT SERVICES





# Support Services Quote

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|----------------------------|------------------|---------------|-------------|
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|------|--------------------------|-----------------|---------------|-------------|-------------|-----------------|
| 1    | Ed Services Subscription | KNOWLEDGE PASS  |               | 01-JUL-2015 | 30-JUN-2016 | 366             |

|                      | Support Services | Estimated Tax | Subtotal   |
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| Educational Services | \$2,469.01       | \$0.00        | \$2,469.01 |