

**AMENDMENT No. 2 TO MASTER ORDERING AGREEMENT
BY AND BETWEEN
COUNTY OF MONTEREY & SERVICENOW INC**

THIS AMENDMENT NO. 2 is made to the MASTER ORDERING AGREEMENT for the provision of ServiceNow software subscription, software maintenance/support, and implementation services by and between SERVICENOW INC, hereinafter "CONTRACTOR", and the County of Monterey, a political subdivision of the State of California, hereinafter referred to as "County".

WHEREAS, the County and CONTRACTOR entered into an agreement on December 19, 2013, by which CONTRACTOR is to provide software subscription, maintenance, support, and implementation services; and

WHEREAS, on March 14, 2017, in Amendment No. 1, County and CONTRACTOR agreed to amend the AGREEMENT to purchase the Domain Separation Plugin module and associated annual subscription fees; and

WHEREAS, CONTRACTOR has thereafter agreed to provide the County with credits totaling \$12,209 for unused ServiceNow features and Plugins; and

WHEREAS, the County wishes to purchase 60 additional licenses for ServiceNow software, including software subscription, software maintenance/support, and implementation services, from CONTRACTOR; and

WHEREAS, the County and CONTRACTOR wish to amend the MASTER ORDERING AGREEMENT to change the amount remaining due in the Agreement through the termination date of December 20, 2019 to account for the credit provided to the County by CONTRACTOR and to provide for the purchase of additional licenses.

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

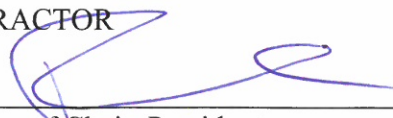
1. The Master Ordering Agreement shall be amended by adding "Exhibit A-1, Order Form", attached to this Amendment No. 2.
2. Except as provided herein, all remaining terms, conditions and provisions of the MASTER ORDERING AGREEMENT are unchanged and unaffected by this AMENDMENT and shall continue in full force and effect as set forth in the AGREEMENT.
3. A copy of the AMENDMENT No. 2 shall be attached to the original MASTER ORDERING AGREEMENT dated December 19, 2013, and AMENDMENT No. 1.

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

MONTEREY COUNTY

CONTRACTOR

Contracts/Purchasing Officer

By: 

Signature of Chair, President, or
Vice-President

Dated:

PAUL CURTIS, MR OR ORDER TO CANT

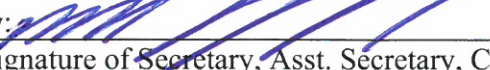
Printed Name and Title

Approved as to Fiscal Provisions:

Dated: 6 June 2018

Deputy Auditor/Controller

Dated:

By: 

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

Approved as to Liability Provisions:

MICHAEL P. SCARCELLI, CFO

Printed Name and Title

Risk Management

Dated: June 5, 2018

Dated:

Approved as to Form:

Deputy County Counsel

Dated:

*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. 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. 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.