



**AMENDMENT THREE  
TO  
CONTRACT MA-003-20011379  
FOR  
TIME AND ATTENDANCE SYSTEM**

This Amendment Three (“Amendment”) to Contract Number MA-003-20011379 for a web-based, vendor-hosted Time and Attendance system is made and entered into as of the date fully executed by and between the County of Orange, a political subdivision of the State of California, acting on behalf of the Office of the Auditor-Controller (“County”) and WorkForce Software, LLC, with a place of business at 38705 Seven Mild Road, Suite 300, Livonia, MI 48152 (“Contractor”), with the County and Contractor sometimes referred to individually as a “Party” or collectively as the “Parties”.

**RECITALS**

**WHEREAS**, the Parties entered into Contract MA-003-20011379 (“Contract”) for a web-based, vendor-hosted Time and Attendance System (“System”) effective April 28, 2020 through April 27, 2023, with the initial three-year term having a fixed Contract amount of \$3,952,828, and an option to renew for two additional one-year terms at \$473,450 per year for a five-year cumulative not-to-exceed amount of \$4,899,728; and

**WHEREAS**, the Parties executed Amendment One to renew the Contract for one year effective April 28, 2023 through April 27, 2024, to clarify, revise, and amend certain terms of the Contract in order for County to use the most current version of the System, which is built on a multi-tenant service-based architecture developed and supported by global teams requiring the use of subcontractors; and

**WHEREAS**, additionally by Amendment One, the Parties amended Attachment A “Statement of Work” to add a post-implementation Managed Services Support Plan (“MSSP”) and training through April 27, 2024 at a fixed amount of \$345,000, thereby increasing the Contract’s five-year cumulative not-to-exceed amount to \$5,244,728; and

**WHEREAS**, the Parties executed Amendment Two to clarify, revise, and reallocate \$105,000 in funding from On-Site Labor Costs to similar resources in the WorkForce Application Managed Services Support Plan for a net \$0 change in the Contract’s not-to-exceed amount and to amend certain terms of the SOW; and

**WHEREAS**, the Parties now desire to amend the Contract to clarify, revise, and amend certain terms of the Statement of Work (“SOW”) at Attachment A to the Contract for a net \$315,000 increase in the Contract’s not-to-exceed amount.

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree to amend the SOW as follows:

1. The “Description” for “Resource Capacity” within the table under Section 3 entitled “Levels of Service MSSP Service Descriptions” (at page 33 of the original Contract) is replaced in its entirety with the following:

Configuration Management Service Support is subject to a total capacity constraint (“Resource Capacity”) of: 0.50 FTE for the period of November 1<sup>st</sup>, 2022 to April 27<sup>th</sup>, 2023

1.00 FTE for the period of April 28<sup>th</sup>, 2023 to August 27<sup>th</sup>, 2023

2.00 FTE for the period of August 28<sup>th</sup>, 2023 to November 27<sup>th</sup>, 2023

1.50 FTE for the period of November 28<sup>th</sup>, 2023 to April 27<sup>th</sup>, 2024

Customer has the ability to shift up to 30% of the quarterly Resource Capacity to the immediately preceding or future quarter.

2. The table under Amendment One, Attachment A, Section 9 entitled “Fees and Schedule” (at page 12 of Amendment One) is replaced in its entirety with the following:

Cost Breakdown

<b>Year</b>	<b>MSSP Support Period</b>	<b>Amount</b>	<b>Payment Due Dates</b>
<b>Year 1</b>	November 1 <sup>st</sup> , 2022 to April 27 <sup>th</sup> , 2023	\$105,000	November 1 <sup>st</sup> : \$52,500 February 1 <sup>st</sup> : \$52,500
<b>Year 2</b>	April 28 <sup>th</sup> , 2023 to April 27 <sup>th</sup> , 2024	\$630,000	April 28 <sup>th</sup> : \$105,000 August 28 <sup>th</sup> : \$210,000 November 28 <sup>th</sup> : \$157,500 February 28 <sup>th</sup> : \$157,500
<b>As Needed</b>	Educational Services	\$30,000	November 1 <sup>st</sup> , 2022 to April 28 <sup>th</sup> , 2024
	<b>Total</b>	<b>\$765,000.00</b>	<b>Currency: USD</b>

3. The table under Contract Attachment B “Total Cost” (page 110 of the original Contract) is amended to reflect the updated Managed Services Support Plan in the amount of \$765,000 and addition of \$315,000 to the Contract’s total cost for a revised five-year cumulative not-to-exceed amount of \$5,559,728.
4. All other terms and conditions of the Contract shall remain unchanged and continue with full force and effect.

*[Signature page follows]*

Contract Signature Page

Pursuant to California Corporations Code Section 313, If the Contracting party is a corporation, (2) two signatures are required as further set forth in this paragraph.

The first signature shall be: (a) the Chairman of the Board; (b) the President; or (c) any Vice President.

The second signature shall be: (a) the Secretary; (b) any Assistant Secretary; (c) the Chief Financial Officer; or (d) any Assistant Treasurer.

One corporate officer may sign the document, providing that written evidence of the officer’s authority to bind the corporation with only his or her signature must be provided. This evidence would ideally be a corporate resolution.

**IN WITNESS WHEREOF**, the Parties have executed this Amendments on the dates shown opposite their respective signatures below.

**CONTRACTOR\*: WORKFORCE SOFTWARE, LLC**

DocuSigned by:  
Mike Morini \_\_\_\_\_ July 24, 2023  
453E182C20CA4DE... \_\_\_\_\_  
Date

Mike Morini \_\_\_\_\_ CEO \_\_\_\_\_  
Print Name \_\_\_\_\_ Title \_\_\_\_\_

DocuSigned by:  
William Razzino \_\_\_\_\_ July 24, 2023  
0E364D5E2F474FA... \_\_\_\_\_  
Date

William Razzino \_\_\_\_\_ Chief Financial Officer \_\_\_\_\_  
Print Name \_\_\_\_\_ Title \_\_\_\_\_

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**COUNTY OF ORANGE**  
A political subdivision of the State of California

\_\_\_\_\_  
Signature \_\_\_\_\_ Date \_\_\_\_\_

\_\_\_\_\_  
Print Name \_\_\_\_\_ Title \_\_\_\_\_

*Approved as to form*  
*Office of the County Counsel*  
*Orange County, California*

By  \_\_\_\_\_ Date 7/25/2023  
Deputy County Counsel

Board of Supervisors Approval Date: \_\_\_\_\_