

Attachment E

**Amendment #1 to Order Form
#00344646.0 for Subscription Rights**



00447822.0

AMENDMENT #1 TO ORDER FORM #00344646.0

This Amendment #1 (this "Amendment") between **County of Santa Barbara** ("Customer") and **Workday, Inc.**, a Delaware corporation ("**Workday**") amends Order Form #344646 ("**OF#344646**") of that certain Contract for Subscription Rights, Delivery Assurance Services, and Training by and between Customer and Workday dated May 24, 2022 ("**Contract**"). This Amendment is entered effective into as of the later of the date beneath the parties' signatures below ("**Amendment Effective Date**"). Unless otherwise defined herein, capitalized terms used in this Amendment shall have the same meaning as set forth in OF#344646 or in the Master Subscription Agreement #00268234.0. In the event of a conflict between the terms of this Amendment and the terms of OF#344646, the terms of this Amendment shall prevail.

WHEREAS, the parties have agreed to amend the Contract as outlined below; and

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the parties hereby agree to amend OF#344646 as follows:

1. The Payment Schedule Table on the first page of OF#344646 is hereby amended and restated as follows:

Payment Schedule Table

Payment #	Payment Due Date	Payment Amount
1	Due in accordance with the MSA, invoiced July 1, 2022 (paid)	1,005,404
2	Invoiced July 1, 2023 (paid)	1,310,240
3	Invoiced July 1, 2024	1,637,785
4	Invoiced July 1, 2025	1,667,393
5	Invoiced July 1, 2026	1,697,595
6	Invoiced July 1, 2027	1,728,402
7	Invoiced July 1, 2028	1,759,824
8	Invoiced July 1, 2029	1,791,876
9	Invoiced July 1, 2030	1,824,567
10	Invoiced July 1, 2031	1,857,915
11	Invoiced July 1, 2032	1,891,926
12	Invoiced July 1, 2033	1,926,620
13	Invoiced July 1, 2034	1,962,007
14	Invoiced July 1, 2035	1,998,100
15	Invoiced July 1, 2036	2,034,926
	Total Payment Amount	26,094,580

2. The Subscription Rights Table on the first page of OF#344646 is hereby amended and restated as follows:

Subscription Rights Table (continued on the next page)

SKU	Service	Pricing Metric	Subscription Rights
CHCM	Core Human Capital Management	FSE*	Full Enterprise
TLO	Talent Optimization	FSE*	Full Enterprise
CCB	Cloud Connect for Benefits	FSE*	Full Enterprise
USP**	Payroll for United States	FSE*	United States-based Employees only
LRN	Learning	FSE*	Full Enterprise
MCNF	Media Cloud - No Fee	FSE*	Full Enterprise
CCLRN	Cloud Connect for Learning	FSE*	Full Enterprise
REC	Recruiting	FSE*	Full Enterprise
MSG	Messaging (if and when available)	Messages	Up to 100,000 outbound and inbound messages during the 12-month period preceding the Annual Reporting Period



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TT	Time Tracking	FSE*	Full Enterprise
FIN	Core Financials	FSE*	Full Enterprise
GM	Grants Management	FSE*	Full Enterprise with up to 1,675 Award-Based Invoices Created during the 12-month period preceding the Annual Reporting Period
PRA	Prism Analytics	FSE*	Full Enterprise
PPLA	People Analytics	FSE*	Full Enterprise
PRJT	Projects	FSE*	Full Enterprise
EXP	Expenses	FSE*	Full Enterprise with up to 5,500 Expense Reports Approved during the 12-month period preceding the Annual Reporting Period
PRO	Procurement	FSE*	Full Enterprise with up to 3,350 Purchase Orders Issued during the 12-month period preceding the Annual Reporting Period
SRCESS	Strategic Sourcing Essentials	Flat Fee	Up to 10 Users
WSP	Workday Success Plan	% of Fee	WSP - Enhanced

3. The first sentence after the Renewal Table in Section 6, Renewal is hereby deleted in its entirety and replaced as follows:

“The “**Base Subscription Fee**” is \$1,822,727, exclusive of Workday Success Plan.”

Except as amended hereby, the Contract shall remain in full force and effect. This Amendment may be executed electronically and/or in counterpart originals, each of which shall be deemed an original instrument for all purposes, but all of which shall comprise one and the same instrument.

Signature Page Follows



00447822.0

IN WITNESS WHEREOF, the parties' authorized signatories have duly executed this Amendment as of the Amendment Effective Date:

ATTEST:

Mona Miyasato
County Executive Officer
Clerk of the Board

By: *Shubodha Guera*
Deputy Clerk

COUNTY OF SANTA BARBARA:

By: *S. J. Swain*
Chair, Board of Supervisors

Date: 6-25-24

RECOMMENDED FOR APPROVAL:

County Executive Office

DocuSigned by:
Mona Miyasato
41846F5C725B460
Department Head

CONTRACTOR:

Workday, Inc.

By: *Julie Gonzalez*
Julie Gonzalez (Jun 13, 2024 08:00 PDT)
Authorized Representative

Name: Julie Gonzalez

Title: Senior Vice President, Financial Planning & Analysis
Jun 13, 2024

Approved as to Legal Form by:

Lana Parastchak

APPROVED AS TO FORM:

Rachel Van Mullem
County Counsel

DocuSigned by:
Lauren Wideman
8F464D822C84458
Deputy County Counsel

APPROVED AS TO ACCOUNTING FORM:

Betsy M. Schaffer, CPA
Auditor-Controller

DocuSigned by:
Shawna Jorgensen
DE8DB6D7D6344E6...
Deputy

APPROVED AS TO FORM:

Risk Management

DocuSigned by:
Greg Milligan
05F555F00269460...
Risk Management