

**ORDER FORM #00255923.0**

Customer Name	County of San Mateo
Workday Entity	Workday, Inc. 6110 Stoneridge Mall Road Pleasanton, CA 94588
MSA Effective Date	September 10, 2013
Order Effective Date	September 10, 2021
Order Term	September 10, 2021 through September 9, 2026
Order Term in Months	60
Currency	USD
Total Subscription Fee	5,669,862

Payment Schedule Table

Payment #	Payment Due Date	Payment Amount
1	Due in accordance with the MSA, invoiced upon Order Effective Date	1,133,972
2	Due on first anniversary of the Order Term start date	1,133,972
3	Due on second anniversary of the Order Term start date	1,133,972
4	Due on third anniversary of the Order Term start date	1,133,972
5	Due on fourth anniversary of the Order Term start date	1,133,974
	Total Payment Amount	5,669,862

Subscription Fees Table

Subscription Period	Date Range	Subscription Fee
1	September 10, 2021 to September 9, 2022	1,042,635
2	September 10, 2022 to September 9, 2023	1,086,425
3	September 10, 2023 to September 9, 2024	1,132,055
4	September 10, 2024 to September 9, 2025	1,179,601
5	September 10, 2025 to September 9, 2026	1,229,146
	Total Subscription Fees	5,669,862

Baseline FSE Worker Count by SKU		
SKU*	Service	Baseline FSE Worker Count for Order Term
HCM	Human Capital Management	6,063
CCB	Cloud Connect for Benefits	6,063
USP**	Payroll for United States	6,063
PRJT	Projects	6,063
PRA	Prism Analytics	6,063

*Customer agrees that the number of FSE Workers for this service SKU will always be equal to the total number of FSE Workers for HCM.

**Customer agrees that the number of FSE Workers for all Workday Payroll applications and Cloud Connect for Third Party Payroll will always be equal to the total number of FSE Workers for HCM minus any Former Workers with Access.

Customer Information	Billing Contact, In Care of
Contact Name	Patricia Gonzales
Street Address	455 County Ctr, 3 rd Flr, ISD
City/Town, State/Region/County, Zip/Post Code, Country	Redwood City, CA 94063 United States
Phone/Fax #	(650) 599-1564
Email (required)	pgonzales@smcgov.org



Notwithstanding anything in this Order Form to the contrary, use of the Prism SKU listed on this Order Form is subject to the terms in the "Prism Additional Terms and Conditions Addendum to Order Form #223789.

This Order Form is only valid and binding on the parties when executed by both parties and is subject to the terms in the MSA, as amended, and attached Addendums. Customer is purchasing the Service that is currently available. In the event of a conflict, the provisions of this Order Form take precedence over the MSA and its exhibits and attachments. The parties acknowledge and agree that Order Form #152941 with an Order Effective date of September 4, 2018, and Order Form #223789 with an Order Effective Date of July 21, 2020, between Customer and Workday, will expire the day before the Order Effective Date stated above, with no further force or effect. Immediately upon such expiration, this Order Form will govern Customer's use of the Service, as defined above. All remittance advice and invoice inquiries can be directed to Accounts.Receivable@workday.com.

THE VALIDITY OF THIS ORDER FORM IS CONDITIONED ON WORKDAY RECEIVING A FULLY SIGNED COPY OF THIS ORDER FORM NO LATER THAN NOON PACIFIC TIME ON September 9, 2021 ("Deadline"). Notwithstanding the foregoing, Workday reserves the right to accept an Order Form signed after the Deadline in Workday's sole discretion and will provide confirmation of its acceptance by adding its initials on the Order form after the Deadline if it deems fit.

IN WITNESS WHEREOF, this Order Form is entered into as of the Order Effective Date.

County of San Mateo

Workday, Inc.

Michael Magaro
Michael Magaro (Jul 8, 2021 16:10 PDT)

Signature

Signature

Name

Michael Magaro

Name

Title

Senior Vice President, Business Finance

Title

Date Signed

Jul 8, 2021

Date Signed

ADDITIONAL ORDER FORM TERMS

1. General.

Unless otherwise defined herein, capitalized terms used in this Order Form have the same meaning as set forth in the MSA. The Total Subscription Fee is based on the maximum indicated in the Baseline FSE Worker Count by SKU table (“**FSE Workers**”) and any use in excess of the maximum indicated will be subject to the Growth and Expansion section herein. FSE Workers may not be decreased during the Order Term.

2. FSE Workers Calculation.

The total FSE Count is calculated by categorizing each Worker to one of the Worker Categories below, multiplying the applicable number of Workers by the Applicable Percentage, and then adding the FSE Count for each Worker Category.

FSE Calculation Table:

Worker Category	Total Workers	Applicable Percentage	FSE Count
Full Time Employees	6,063	100.0%	6,063
Part-Time Employees	0	25.0%	0
Associates	0	12.5%	0
Former Workers with Access	0	2.5%	0
Totals:	6,063		6,063

The Service may be used by Customer only for the Worker Categories listed above and as defined below:

“**Full-Time Employee**” is an employee of Customer regularly scheduled for more than twenty hours per week regardless of the method of payment or actual hours worked, whether or not such employee is eligible to receive employee benefits in accordance with Customer’s internal standard practices. A Full-Time Employee will be considered non-temporary if they are hired to work for a period of more than 3 months in a given year.

“**Part-Time Employee**” is an employee of Customer regularly scheduled for twenty hours per week or less regardless of the method of payment or actual hours worked, whether or not such employee is eligible to receive employee benefits in accordance with Customer’s internal standard practices. A Part-Time Employee will be considered non-temporary if they are hired to work for a period of more than 3 months in a given year.

“**Associate**” is an individual not counted as a Full-Time or Part-Time Employee but in one of the following categories: temporary employees, independent contractors and affiliated non-employees including, but not limited to, volunteers and vendors whose Active Records are in the Service.

“**Former Worker with Access**” is a former worker that continues to have access to the Service through the Employee Self-Service features. Former Workers with Access are only included in the Subscription Rights for the Human Capital Management Service.

Static Records related to former Workers may be maintained in the Service but shall be excluded from the calculation of FSE Workers. A “**Static Record**” is a record in the Service for a Worker with whom Customer has no further relationship as of the Effective Date and to whom Customer has not provided self-service access and includes former Worker records used solely for historical reference. All other worker records are “**Active Records**”.

3. Growth and Expansion.

Customer will report to subscriptions@workday.com no later than 30 days prior to the anniversary of the Order Term start date (“**Annual Reporting Date**”). Unless otherwise provided below, Customer agrees to pay fees for any excess FSE Workers at the Expansion Rates described below in this section to cover the period from the anniversary of the Order Term start date immediately following the Annual Reporting Date through the subsequent anniversary date (each a “**Reporting Period**”). In addition to the Annual Reporting Date, if Customer exceeds the Baseline FSE Worker Count by 5% or more (“**Growth Event**”) as a result of any one-time addition of Workers (e.g., M&A), Customer must report the excess FSE Workers to subscriptions@workday.com within 30 days of the Growth Event. Customer agrees to pay fees from the date of the Growth Event through the subsequent anniversary date.



Customer agrees to execute an order form documenting any additional fees due pursuant to this Growth and Expansion section of this Order Form.

a) FSE Metric Reporting.

FSE Metric: The number of Active FSE Worker Records as of sixty (60) days prior to each anniversary of the Order Term start date. Additional FSE Workers are defined as any Active FSE Worker records exceeding the Baseline FSE Count.

Expansion Rate per Additional FSE Worker per SKU	
HCM, CCB, USP, PRJT, PRA (Combined)	202.73

4. Renewal.

Customer may renew its subscription for the Service by notifying Workday prior to the end of the Order Term and Workday will generate a new Order Form for a single three-year renewal term ("**Renewal Term**") at the below pricing:

Renewal Table

Renewal Term Years	Annual Renewal Subscription Fees
1st year of Renewal Term	Base Subscription Fee x (1+ (3% Innovation Index + Renewal Term CPI))
2nd year of Renewal Term	Previous year subscription fee x (1+ (3% Innovation Index + Renewal Term CPI))
3rd year of Renewal Term	Previous year subscription fee x (1+ (3% Innovation Index + Renewal Term CPI))

The "**Base Subscription Fee**" means the Subscription Fee for the final Period listed in the Subscription Fees Table. When the final Period is a partial year, Base Subscription Fee is the annualized value of the final Period Subscription Fee. The Annual Fee per Additional FSE per SKU and Expansion Fees for the Renewal Term shall be increased by the same percentage as the Annual Renewal Subscription Fees per year in the Renewal Table. Fees for the Renewal Term are due by the first day of each corresponding year of the Renewal Term. Individual payments shall match the Annual Renewal Subscription Fee as defined in the Renewal Table above. If Customer wishes to procure any additional SKUs or FSE Workers for a Renewal Term that are not included in the Base Subscription Fee, fees for those items will be in addition to the fees anticipated under this section.

5. Additional Definitions.

"**CPI**" means the consumer price index established by the United States Department of Labor for All Urban Consumers, US City Average, All Items (change in annual average).

"**Renewal Term CPI**" means CPI established for the calendar year prior to the most recent February 1 preceding any Renewal Term, if a positive number.

"**Innovation Index**" means the fixed annual rate of increase in Subscription Fees based on improved Service functionality and performance that is a result of Workday's efforts and investment in product development and infrastructure.

WORKDAY SERVICE SKU DESCRIPTIONS ADDENDUM

Customer may only use the Service SKUs subscribed to as indicated in the body of this Order Form. Workday Service SKU descriptions for SKUs not subscribed to by Customer are provided for reference only and are subject to change.

Human Capital Management

Workday HCM supports an organization in organizing, staffing, paying, and developing its global workforce. Workday HCM includes Global Human Resources Management (Workforce Lifecycle Management, Organization Management, Compensation, Business Asset Tracking, Absence, and Employee Benefits Administration) and Global Talent Management (Goal Management, Performance Management, Succession Planning, and Career and Development Planning). Workday HCM includes connectors that facilitate integration to select Workday partners that provide capabilities including: recruiting, learning, time and attendance, and user account provisioning (LDAP/Active Directory).

Cloud Connect for Benefits

Cloud Connect for Benefits extends Workday HCM by providing integration to a growing catalog of benefits providers, including: health insurance, health and flexible spending accounts, retirement savings plans, life insurance, AD&D insurance, and COBRA administrators.

Workday Payroll for US

Workday Payroll for US supports the creation and management of Payroll for U.S. employees. Configure earnings, deductions, accumulations, and balances. Identify tax authorities each company wishes to withhold for. Manage worker tax data, payment elections, involuntary withholding orders, and payroll input. Calculate, review/audit, and complete payrolls and settlement runs. Configure and calculate payroll commitments. Workday Payroll includes connectors that facilitate integration to select Workday partners that provide capabilities, including: time and attendance, tax filing, check printing, and direct deposit.

Workday Payroll for Canada

Workday Payroll for Canada supports the creation and management of Payroll for Canadian employees. Configure earnings, deductions, accumulations, and balances. Identify tax authorities each company wishes to withhold for. Manage worker tax data, payment elections, income withholding orders, and payroll input. Calculate, review/audit, and complete payrolls and settlement runs. Create record of employment data. Workday Payroll includes connectors that facilitate integration to select Workday partners that provide capabilities, including: time and attendance, tax filing, check printing, and direct deposit.

Workday Payroll for the United Kingdom

Workday Payroll for the United Kingdom supports the creation and management of Payroll for United Kingdom employees. Configure earnings, deductions, accumulations, and balances. Manage worker payment elections and payroll input. Calculate, review/audit, and complete payrolls and settlement runs. Identify company tax data. Manage worker tax, national insurance, student loan and court order deductions and statutory payments associated to birth and adoption. Manage standard employee tax reporting including RTI.

Workday Payroll for France

Workday Payroll for France supports the creation and management of Payroll for French employees. Configure earnings, deductions, accumulations, and balances. Calculate, review/audit, and complete payrolls and settlement runs. Manage URSSAF, pôle emploi and ARRCO-AGIRC contributions, loans and advances, and withholding orders deductions. Create and manage Healthcare/Disability/Contingency "Prévoyance" contributions. Manage DSN reporting.

Cloud Connect for Third-Party Payroll

Cloud Connect for Third-Party Payroll extends Workday HCM by providing integrations to third-party payroll providers and aggregators. Also includes the Payroll Connector (generic integration template that provides a starting point for integration to a third-party payroll provider).

Time Tracking

Workday Time Tracking supports an organization in collecting, processing, and distributing time data for its global workforce. Workday Time Tracking module includes the following capabilities: basic time scheduling, time entry (hourly, time in/time out), approvals, configurable time calculation rules, and reporting.

Help

Help includes a knowledge base with features to create, maintain and manage organizational content, and a case management system with features to create, route and resolve human resources cases. This SKU requires customer to maintain an active subscription to Innovation Services and opt-in to the corresponding Innovation Service.

Journeys

Journeys enables customers to surface content from inside and outside of Workday for employee milestone events (journey paths) and every day work activities (cards). This SKU requires customers to maintain an active subscription to Innovation Services and opt-in to the corresponding Innovation Service.

Projects

Projects enables organizations to create and manage projects, initiatives, and other types of work. This includes the ability to build project plans and utilize project breakdown structures that include phases, tasks, and milestones as well as plan, staff, and track projects, initiatives, and work efforts.

Project Billing

Project Billing enables organizations to bill clients for specific projects. This includes the ability to configure billing rates and rules, to review and approve billable transactions, and to invoice the customer.

Learning

Workday Learning supports an organization in training and developing its workforce. This includes the ability to manage, organize and deliver learning content using Media Cloud, and to leverage Workday HCM data to create targeted learning campaigns. A variety of learning content is supported - including but not limited to video, packaged third-party content, and user-generated content. Workday Learning also offers the ability to manage certifications and instructor-led course enrollments, and to gather feedback and analytics relating to the learning experience.

Learning for Extended Enterprise

Learning for Extended Enterprise enables Customer to use Learning to provide courses and related materials through access provisioned by a Customer administrator to Extended Enterprise Learners. An Extended Enterprise Learner is an individual authorized by Customer for access to the Learning Service that is not a member of Customer's internal workforce. This SKU requires an active subscription to Workday Learning.

Media Cloud

Workday Media Cloud is a media content management system that consists of Workday's storage, encoding, caching, playback, streaming, and related service components as provided by Workday for customers of the Workday Service. A variety of learning content is supported by Media Cloud, including but not limited to video, packaged third-party content, and user-generated content.

Expenses

Workday Expenses supports employee expense processing. Workday Expenses includes self-service and administrative functions to support employee expense reporting and reimbursement, including expense reports, global expense rules, approvals, reimbursement, credit card integration, and spend analytics. Workday Expenses includes connectors that facilitate integration to partners that provide capabilities, including: corporate card transactions, and support for 'punchout' to suppliers.

Procurement

Workday Procurement includes procure to pay functionality to address spend for goods, contingent workers, and deliverable services. Manage suppliers, supplier contracts, requisitions, purchase and change orders, receipts, and goods and services sourcing. Maintain purchase items, catalogs, and a supplier portal. Track and analyze time, activity, and spend. Create receipt accruals for approved, but not yet invoiced receipts. Workday Procurement

includes connectors that facilitate integration to partners that provide capabilities, including: corporate card transactions, and support for 'punchout' to suppliers.

Inventory

Workday Inventory provides basic functionality for goods procured, stored, consumed and replenished within an organization. Workday Inventory includes the ability to define and place inventory in storage locations, count physical inventory and make necessary adjustments, value items in inventory, assign and manage different units of measure and replenish inventory using automatic re-order points. Workday Inventory is designed for tracking of internally used goods only and does not support use cases for external distribution (e.g., to customers or distributors).

Core Financials

Workday Core Financials provides traditional financial management and accounting functionality, including financial management, accounting and reporting, financial consolidation, supplier accounts, customer accounts, business assets, cash management, budgets, contracts, billing, and revenue recognition. Core Financials includes connectors that facilitate integration to select Workday partners that provide capabilities, including: customer relationship management, electronic payments, and customer payments via credit card.

Accounting Center

Accounting Center ingests operational transactions from business systems which need accounting generated to create detailed accounting journals and post to the general ledger. Accounting Center enables configuration of worktag mappings and maintenance of accounting rules in a centralized solution.

Grants Management

Workday Grants Management enables organizations to administer and report on awards from the federal government, foundations, or other funding institutions. Workday Grants Management includes functionality to track and manage sponsors, awards, grants, and grant hierarchies. It also includes capabilities to calculate facilities and administration costs, and to bill and report to sponsors.

Financial Planning

Financial Planning provides the ability for Customer to create financial planning models for the purpose of supporting the financial planning process. Workers may interact with the financial planning model for the purposes of data entry, forecasting, reporting, and analysis. Financial Planning includes one production planning instance and one sandbox instance.

Workforce Planning

Workforce Planning provides the ability for Customer to create workforce planning models for the purpose of supporting the workforce planning process. Workers may interact with the workforce planning models for the purposes of data entry, forecasting, reporting, and analysis. Workforce Planning includes one production planning instance and one sandbox instance.

Sales Planning

Sales Planning provides the ability for Customer to create sales planning models for the purpose of supporting the sales planning process. Workers may interact with the sales planning models for the purposes of data entry, forecasting, reporting, and analysis. Sales Planning includes one production planning instance and one sandbox instance.

Recruiting

Workday Recruiting supports an organization in its talent acquisition process. It is designed to help hiring managers and recruiters identify, hire and onboard the right talent for their business. Workday Recruiting supports the hiring process, including pipeline management, requisition management, job posting distribution, interview management, offer management, as well as supports local data compliance and pre-employment activities. Workday Recruiting also offers hiring teams tools to proactively source, nurture and track internal and external prospective candidates throughout the recruiting process.

Prism Analytics

Workday Prism Analytics is an analytics application that provides Workday customers the ability to blend and analyze Workday data and non-Workday data from multiple sources. Workday Prism Analytics includes a data repository for storage and management of data, data preparation tools for transformation and blending of data from various sources, and tools to explore and analyze the data.

Prism Analytics Capacity Unit

A Workday Prism Analytics Capacity Unit increases the licensed Workday Prism Analytics limits for both Published Data Rows and Data Storage for a particular Tenant for the remainder of the applicable Order Term.

People Analytics

People Analytics is a pre-configured analytic application that uses augmented analytics to provide insights into a variety of workforce trends based on data in Workday. People Analytics has a standard data model and works on a defined set of Workday data sources. This SKU requires customers to maintain an active subscription to Innovation Services and opt-in to the corresponding Innovation Service.

Extend

Workday Extend enables organizations to use extensions to Workday Service applications and to use custom applications with Workday Service applications, provided such extensions and applications were created under the Workday Extend Developer Program.