

**AMENDMENT THREE
TO AGREEMENT BETWEEN THE COUNTY OF SAN MATEO AND
CORNERSTONE ONDEMAND, INC.**

THIS AMENDMENT TO THE AGREEMENT, entered into this 21st day of May, 2024, by and between the COUNTY OF SAN MATEO, hereinafter called "County," and Cornerstone OnDemand, Inc., hereinafter called "Contractor";

W I T N E S S E T H:

WHEREAS, pursuant to Government Code, Section 31000, County may contract with independent contractors for the furnishing of such services to or for County or any Department thereof;

WHEREAS, ON October 22, 2019, the Board of Supervisors approved Resolution No. 077007 authorizing an Agreement with Contractor, and which authorized the Human Resources Director or the Director's designee to execute contract amendments which modify the County's maximum fiscal obligation by no more than \$25,000; and

WHEREAS, the parties entered into an Agreement for learning management system services on October 22, 2019, for the term of October 31, 2019 through October 30, 2022, with optional fourth- and fifth-year extensions, in an amount not to exceed \$574,645; and

WHEREAS, the Human Resources Director executed a contract amendment to increase the contract amount by \$25,000 for a new Agreement amount not to exceed \$599,645, effective October 31, 2021; and

WHEREAS, the County exercised the Agreement's fourth and fifth-year options via Resolution No. 078708, extending the Agreement term through October 30, 2024 and increasing the Agreement's not to exceed amount to \$1,131,970.75; and

WHEREAS, the parties wish to extend the Agreement for an additional two years, with a new expiration date of October 30, 2026; and

WHEREAS, the parties wish to amend the Agreement to incorporate an additional \$597,300.00 for the costs of licensing and e-learning for the additional two years, for a new Agreement not-to-exceed amount of \$1,729,270.75.

NOW, THEREFORE, IT IS HEREBY AGREED BY THE PARTIES HERETO AS FOLLOWS:

1. The fourth sentence from Section 3 of the Agreement is amended to read as follows:

In no event shall County's total fiscal obligation under this Agreement exceed One Million Seven Hundred Twenty-Nine Thousand and Two Hundred Seventy Dollars and Seventy-Five Cents (\$1,729,270.75) over the course of this Agreement.

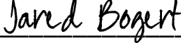
2. Section 4 is amended to read as follows:

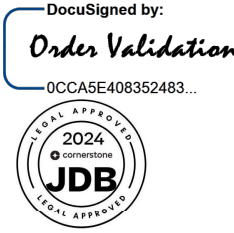
Subject to compliance with all terms and conditions, the term of this Agreement shall be from October 31, 2019 through October 30, 2026.

3. All other terms and conditions of the Agreement dated October 22, 2019, between the County and Contractor shall remain in full force and effect.

In witness of and in Agreement with this Agreement's terms, the parties, by their duly authorized representatives, affix their respective signatures:

For Contractor: [Cornerstone OnDemand, Inc.]

<p>DocuSigned by:  <hr/> Contractor Signature</p>	<p>5/14/2024 <hr/> Date</p>	<p>Jared Bogert <hr/> Contractor Name (please print)</p>
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For County:

By:  Resolution No. 080425
President, Board of Supervisors, San Mateo County

Date: June 11, 2024

ATTEST:

By:
Clerk of Said Board