

**AMENDMENT TO AGREEMENT
BETWEEN THE COUNTY OF SAN MATEO AND
Cornerstone OnDemand, Inc.**

THIS AMENDMENT TO THE AGREEMENT, entered into this _____ 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, the parties entered into an Agreement for Contractor to provide and support a countywide Learning Management System (LMS) and related services for the period from October 31, 2009 through October 30, 2012 (the Agreement);

WHEREAS, the County parties executed an Amendment to the Agreement on September 28, 2010 in order to allow our community partners to leverage the County's Learning Management System (LMS) beginning with six cities: Foster City, Redwood City, San Mateo, Belmont, Daly City, and Brisbane; and

WHEREAS, the County exercised both of the two one-year options to extend agreement with Cornerstone for the term October 31, 2012 through October 30, 2014 and added further services to the agreement including an online course library for County and City/Consortium LMS Administrators as well as increased e-learning content purchases.

WHEREAS, the County now wishes to execute an Amendment to the Agreement with Cornerstone for the term from October 31, 2014 through October 30, 2016 in order to keep the current Learning Management System and all its modules, and all County and city training data contained within, as well as to take advantage of a discounted contract renewal pricing extended by Cornerstone for a County cost savings of approximately 30% of the annual licensing fees. It is hereby agreed by the parties hereto as follows:

1. The optional years in the attached Exhibits B and G are purchased. Accordingly, exhibits B & G reflect a new total obligations not to exceed \$1,782,175 for the entire contract term dating back to October 31, 2009.
2. In consideration of the services provided by Contractor in accordance with all terms, conditions and specifications set forth herein and in the exhibits hereto, except as otherwise expressly agreed to by the parties in writing, County shall make payment to Contractor based on the rates and in the manner specified in Exhibit "B and G." The County reserves the right to withhold payment if the County determines that the quantity or quality of the work performed is unacceptable. In no event shall the County's total fiscal obligation under this Agreement exceed \$1,782,175.

3. All other terms and conditions of the Agreement dated September 28, 2010, between the County and Contractor shall remain in full force and effect.

WHEREAS, there has been presented to this Board of Supervisors for its consideration and acceptance an Amendment to the Agreement whereby the term is extended two years and the maximum amount of the Agreement is increased by \$491,018 from \$1,291,157 to \$1,782,175. Awarding this contract amendment does not ensure that the County will spend the total amount of this Agreement. County is not obligated to purchase any specific amount of services, except the Learning Management System for two years. This Board concurs with such recommendation.

NOW, THEREFORE, IT IS HEREBY DETERMINED AND ORDERED that the President of the Board is hereby authorized and directed to execute said contract amendment for and on behalf of the County of San Mateo, and the Clerk of the Board shall attest the President's signature thereto.

BE IT FURTHER RESOLVED that the Board of Supervisors hereby authorizes 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 (in aggregate), and/or modify the contract term and/or services so long as the modified term or services is/are within the current or revised fiscal provisions.

IN WITNESS WHEREOF, the parties hereto, by their duly authorized representatives, have affixed their hands.

COUNTY OF SAN MATEO

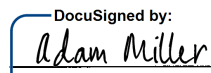
By: _____
President, Board of Supervisors, San Mateo County

Date: _____

ATTEST:

By: _____
Clerk of Said Board

Cornerstone OnDemand, Inc.

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Contractor's Signature Adam Miller President & CEO

Date: November 23, 2014

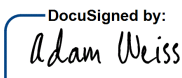
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Exhibit B
Renewal Regional Training Consortium
Schedule of Fees for Year 6 and Year 7

Purchased Products and Services	Year 6 10/31/14 through 10/ 30/15	Year 7 10/31/15 through 10/30/16
Consortium Learning Platform:		
License Fees based on 1,865 users (@ \$12 per user) of the following cities: Foster City (180 users) Redwood City (490 users) San Mateo (498 users) Belmont (120 users) Daly City (450 users) Brisbane (127 users)	\$22,380	\$22,380
Consortium Administrators for 6 cities (1 per city) Foster City (180 users = \$250) Redwood City (490 users = \$1,000) San Mateo (498 users = \$1,000) Belmont (120 users = \$250) Daly City (450 users = \$1,000) Brisbane (127 users = \$250)	\$3,750	\$3,750
Data Load Wizard (replaced User Upload Tool)	\$2,000	\$2,000
Consortium Online Admin Course Library (includes online admin training) (for 6 City LMS Administrators)	\$2,100	\$2,100
Total, Consortium (no optional costs)	\$30,230	\$30,230
Optional Products and Services:		
Content Hosting and Delivery at \$250/gig Approx. 10 gig per year, optional and per schedule	\$2,500 (optional)	\$2,500 (optional)
Total optional cost, Consortium	\$2,500	\$2,500

Exhibit G

Renewal San Mateo County

Schedule of Fees for Year 6 and Year 7

Purchased Products and Services	Year 6 10/31/14 – 10/30/15	Year 7 10/31/15 – 10/30/16
San Mateo County License Fees (@ \$25.43/User license) based on 5,300 Users (changed from 6,700 users due to workforce reduction): Learning Platform (includes ILT, Certification, and Knowledge Bank) Analytics/Reports Content Management (1 seat) Performance Platform (includes My Team) Connect –Social Collaboration (to replace Tuition Reimbursement) Succession Platform Self-Registration Extended Enterprise	\$134,779	\$134,779
Extended Enterprise Solution Block of 1,000 Extended Enterprise Registrations per year (unused registrations expire one year from date of purchase without refund)	Included	Included
Annual Maintenance and Support (includes release updates and support for the County's split portal – My Career Site and My Health and Well Being Site)	Included	Included
Total Cost of Annual Licensing, San Mateo County	\$134,779	\$134,779
Online Admin Course Library (includes online admin training) Up to 10 administrators (\$5,000)	\$5,000	\$5,000
Total, San Mateo County - no optional costs	\$139,779	\$139,779
Optional Products and Services:		
Professional Consulting and Training Services	\$30,000 (optional)	\$30,000 (optional)
E-Learning Content Purchases	\$28,000 (optional)	\$28,000 (optional)
Online Admin Course Library for additional 20 department administrators	\$10,000 (optional)	\$10,000 (optional)
Content Hosting and Delivery at \$250/gig Approx. 20 gig per year, optional and per schedule	\$5,000 (optional)	\$5,000 (optional)
Total Optional Cost, San Mateo County	\$73,000 (optional)	\$73,000 (optional)
Grand Totals:		
Grand Total, San Mateo County and Consortium without optional costs	\$170,009	\$170,009
Grand Total, San Mateo County and Consortium with Optional Costs	\$245,509	\$245,509