

**AMENDMENT NO. 2 TO AGREEMENT
BETWEEN THE COUNTY OF SAN MATEO AND
COMPUCOM SYSTEMS, INC.**

THIS AMENDMENT TO THE AGREEMENT, entered into this ____ day of _____, 2015, by and between the COUNTY OF SAN MATEO, hereinafter called "County," and CompuCom Systems, Inc., hereinafter called "Contractor";

WITNESSETH:

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 the retention of implementation, support, licensing and maintenance services for an IT Service Management System on August 5, 2014, for a not to exceed amount of \$1,248,370; and

WHEREAS, the parties executed an Amendment on October 17, 2014 for the addition of ServiceNow Discovery Application to include 665 IP device licenses which was necessary to meet the County's technology needs to facilitate consolidation into a single IT Service Management platform. This Amendment necessitated an increase to the Agreement's amount by \$24,871 to an amount not to exceed \$1,273,241; and

WHEREAS, the parties wish to amend the Agreement to add 7,635 IP device licenses to the ServiceNow Discovery Application and to increase the amount of the Agreement by \$225,800 for an amount not to exceed \$1,499,041.

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

I. Section 3 of the Agreement is amended to read as follows:

Payments In consideration of the services provided by Contractor in accordance with all terms, conditions, and specifications set forth herein and in Exhibit A, County shall make payment to Contractor based on the rates and in the manner specified in Exhibit B. County reserves the right to withhold payment if County determines that the quantity or quality of the work performed is unacceptable after written notice to Contractor and Contractor's failure to cure the unacceptable work within thirty (30) days after receipt of said written notice. In no event shall County's total fiscal obligation under this Agreement exceed One Million Four Hundred Ninety Nine Thousand Forty One Dollars (\$1,499,041).

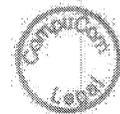


2. Original Exhibit B is revised to include the following (rev. February 24, 2015):

This Exhibit B includes the Change Order Form from Contractor for the ServiceNow Discovery licenses subscription fees and ServiceNow Use Authorization.

Implementation Services	\$547,720
Travel Expenses	\$25,150
<u>Licensing and maintenance</u>	<u>\$926,171</u>
Not to Exceed Amount	\$1,499,041

Major Milestones	Price	Anticipated Travel Costs
Phase 1 Completion	\$ 269,760.00	\$ 13,850.00
Phase 2 Completion	\$ 277,960.00	\$ 11,300.00
Total	\$ 547,720.00	\$ 25,150.00



CompuCom.

The Leading IT Outsourcing Specialist

Change Order Form

This Change Order Form ("CO") is entered into as of (the "Effective Date"), and when fully executed by both parties becomes incorporated into Exhibit B of the agreement dated August 5, 2014, by and between CompuCom Systems, Inc. ("CompuCom") and County of San Mateo ("County" or "Client").

CO Start Date: February 24, 2015 CO End Date: August 17, 2017
Account Exec. Contact: Ana Lopez Solution Dir. Contact: Gerald Little
CompuCom Internal Client Product Order
Product Order Number: DA Number
(if applicable): _____
Client Contact: _____

Detailed description and reason for the proposed change:

1. Addition of Seven Thousand, Six Hundred and Thirty Five (7635) IP Devices to the existing Service Now Discovery Application.

Solution Pricing

ServiceNow Discovery Pricing: Subject to the execution of the ServiceNow Subscription Services Use Authorization Order for the County of San Mateo purchases, shall be priced per IP Device. ServiceNow Discovery licenses are pre-paid annually. See below pricing.

ServiceNow Discovery Pricing

ServiceNow Discovery Subscription Fees			
Invoice Schedule	Quantity	Invoice Date	Amount
<i>Five(5) Months and Twenty-two (22) days Subscription Fee</i> <i>2/24/15 thru 8/17/15</i>	7635 IP Devices	Upon Signature	\$41,000.00
<i>Annual Subscription Fee</i> <i>8/18/15 thru 8/17/16</i>	7635 IP Devices	July 18, 2015	\$85,900.00
<i>Annual Subscription Fee</i> <i>8/18/16 thru 8/17/17</i>	7635 IP Devices	July 18, 2015	\$85,900.00
Total			\$212,800.00

Additional Discovery Devices can be added, priced at \$0.95 per device per month
All Pricing is final and Non-Cancellable and Non-Refundable, payments are due per the invoice schedule



2. All other terms and conditions of the original Product Order, as modified and amended, remain in full force and effect.

This Change Order Form shall be considered fully executed and binding when authorized representatives of both parties have signed and dated below.

County of San Mateo

By: _____
Name: Carole Groom
Title: President, Board of Supervisors,
San Mateo County
Date: _____

CompuCom Systems, Inc.

By: John Carmain
Name: John Carmain
Title: SA ATTORNEY
Date: 1/19/2015





ServiceNow, Inc.
3260 Jay Street
Santa Clara, CA 95054

SERVICENOW USE AUTHORIZATION

Order Number
15614COM -UC-3

End Customer Address:

Company Name	County of San Mateo
Address	400 County Ctr
Suite	
City	Redwood City
State/Province	CA
Zip/Postal Code	94063
Country	United States
Website	Please Provide
Business Contact	Please Provide
Title	Please Provide
Phone	Please Provide
E-mail	Please Provide

Reseller:

Company Name	CompuCom
Contract #(s)	15614COM
Date order issued to reseller	
Level I Support Provider	

Subscription Product Code	Subscription Product Name	Type	Units (as)	Subscription Term (in months)	Start Date	End Date
PRODD0024	ServiceNow® Discovery Application	Devices	7,635	29 months; 22 days	24 Feb 2015	17 Aug 2017

Terms and Conditions

ENTIRE AGREEMENT. The provision of the ordered services is on terms consisting of the signed definitive agreement(s) with the reference number(s) set forth above and the same availability service level target and support terms in End Customer's last Order Form as supplemented by this Use Authorization. End Customer shall limit the types and number of ServiceNow applications, Custom Applications, users and their permitted roles, and other use restrictions to those specified in this Use Authorization.

ServiceNow® Order Form – Product and Use Definitions

USER DEFINITIONS

“User” means any employee or contractor given access to the subscription service by Customer. Each User must be assigned a unique username and password that may not be shared or transferred. Only employees and contractors that have a user profile in the subscription service which is designated as “active” may be given access to the subscription service.

“Approver User” is any User given the ServiceNow provided “Approver” role in the subscription service by Customer and no other role. An Approver User may only perform the functions set forth in the table below for Approver.

“End Customer” has the same use rights as “Requester User.”

“Fulfiller User” is any User given a role in the subscription service by Customer other than the Approver role. A Fulfiller User may only perform the functions set forth in the table below for Fulfiller.

“Process User” has the same use rights as “Fulfiller User.”

“Requester User” is any User without a role. A Requester User may perform only the functions defined in the table below for Requester.

FUNCTION	USER TYPES		
	REQUESTER	APPROVER	FULLFILLER
USER ROLE(S) DEFINED IN SERVICE	None	“Approver” role only	Any role other than “Approver”
Create its own request	included	included	included
View its own request	included	included	included
Modify its own request	included	included	included
Search the Service Catalog	included	included	included
Search the Knowledge Base	included	included	included
Access public pages	included	included	included
Take surveys	included	included	included
Approve requests by email that are routed to user	included	included	included
Set its own notification preferences	included	included	included
View assets assigned to user	included	included	included
Access and post to Live Feed	included	included	included
Initiate Chat sessions	included	included	included
Participate in a Watch List	included	included	included
View a report published to them	included	included	included
Approve requests routed to user via system	-	included	included

Ver. 1.01

Create any record	-	-	included
Delete any record	-	-	included
Modify any record	-	-	included
Drill through any report	-	-	included
Create any report	-	-	included
Delete any report	-	-	included
Modify any report	-	-	included
Perform development activities	-	-	included (see below)
Perform administrative activities	-	-	included

CONFIGURATION AND CUSTOMIZATION

(1) Use of the ServiceNow platform for application configuration allows Customer to, with respect to the purchased ServiceNow application, change the values of pre-defined fields, add new fields to existing tables, add new tables that provide additional attributes around the process, build workflow for the process, modify the UI and form layouts, create business rules, integrate with external data sources, and tailor the process through custom scripting. Application configuration is restricted to the process included in the ServiceNow application.

(2) Creation of new applications on the ServiceNow platform ("Custom Applications") requires separate authorization. Custom Applications may not automate a process included in one or more applications in a ServiceNow IT application suite. Customer shall not access the subscription service to develop or use a competing product or service. Custom application templates and other development materials are provided by ServiceNow without warranty and support.

PRODUCT DESCRIPTIONS

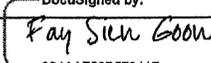
The ServiceNow applications and platform features are described in the Product Overview attached herein.

Subscription Product Code	Subscription Product Description
PROD00024 ServiceNow® Discovery Application - Devices	Discovery Application. A Device is any physical or virtual device that is: (i) discovered by the Discovery Application; and (ii) assigned as a configuration item by Configuration Management (CMDB).

End Customer: County of San Mateo

Signature:	
Name:	Carole Groom
Title:	President, Board of Supervisors, San Mateo County
Date:	

ServiceNow, Inc.
DocuSigned by:

Signature:	 934AAF50B57941F...
Name:	Fay Sien Goon
Title:	Director, Revenue
Date:	1/15/2015

SERVICENOW PRODUCT OVERVIEW

SERVICENOW APPLICATIONS	
Asset Management	Provides capabilities to track and manage the physical, contractual, and financial aspects of IT assets.
Change Management	Allows repeatable methods and procedures to be used for introducing change into the IT infrastructure by providing capabilities for creating, assessing, approving, and executing changes.
CreateNow Development Suite	Allows Customer to build Custom Applications on top of the Service Automation Platform.
Demand Management	Consolidates IT requests through a service catalog and routes them in a workflow to stakeholders who gather additional information to prioritize investment decisions.
Discovery	Locates physical and virtual servers connected to an enterprise network. When Discovery locates the server, it explores its configuration, status, software, and relationships to other connected servers, and updates Configuration management (CMDB).
Facilities Service Automation	Provides capabilities to manage the service delivery of a facilities department by offering a self-service catalog and assignment of requests based on fulfillment rules.
Field Service Automation	Provides capabilities to create work order records for the repair and service of equipment. Requires IT Service Automation Suite.
HR Service Automation	Provides capabilities to manage the service delivery of a human resource department by offering a self-service catalog and assignment of requests based on fulfillment rules.
Incident Management	Enables Customer to restore normal IT operations by providing capabilities to record, classify, distribute, and manage incidents through to resolution. Includes Performance Analytics limited to 15 KPIs, 1 dashboard and 90 days of data captured by Incident Management.
IT Cost Management	Provides capabilities to track one-time and recurring costs of configuration items used by IT and allocate those costs to business units using allocation rules.
IT Governance, Risk and Compliance (IT GRC)	Provides capabilities to document IT policies and procedures, define and assess risks and controls, audit and test controls, and track remediation tasks.
Notify	Provides the capability to initiate notification from Customer's instance of the subscription service to a supported third party platform for SMS, voice and other communications protocols. Customer is required to separately purchase any third party service required to work with Notify.
Orchestration Activity Packs - Custom	Allows Customer to create discrete custom tasks or activities for use with Orchestration Core. Requires Orchestration Core.
Orchestration Cloud Provisioning Application	Provides the capability to automate the provisioning and management lifecycle of public and private servers. Requires Orchestration Core.
Orchestration Configuration Automation Application	Provides the capability to manage the configuration settings of a physical or virtual server. Requires Orchestration Core. Requires Orchestration Core.
Orchestration Core	Enables orchestration of activities outside Customer's instance of the subscription service.
Orchestration Event Management Application	Collects, processes, and transforms events from third-party sources into actionable alerts. Requires Orchestration Core.
Orchestration Password Reset Application	Provides the capability to reset User's passwords that are stored and pre-authenticated in a credential store outside Customer's instance of the subscription service such as Active Directory and other supported credential stores. Requires Orchestration Core.

Performance Analytics	Provides advanced analytics and time series analysis for key performance indicators (KPIs).
Problem Management	Facilitates the process of identifying the root causes of errors in the IT infrastructure by providing capabilities to record, escalate, and manage problems through to resolution.
Project Portfolio Management	Provides capabilities to plan, organize, and manage IT projects and project portfolios including associated tasks and resources.
Public Catalog	Provides service catalog use in which requests are fulfilled using Request Management or a Custom Application where the persons performing the Requester user type are not Customer's employees or contractors.
Release Management	Facilitates the planning, design, build, configuration, testing, and release of hardware and software into the IT infrastructure.
Request Management	Provides capabilities to approve and fulfill requests for IT goods and services defined and presented in the service catalog.
Resource Management	Provides a view of IT projects and the availability, allocation, and capacity of assigned IT resources.
ServiceWatch	Provides the capability to discover and map business services, creating and maintaining a service-centric CMDB. In addition, ServiceWatch monitors the nodes and relationships between the nodes that make up each service, enabling a view of the performance and availability of each business service.
Software Development Lifecycle (SDLC)	Provides capabilities to manage the software development process in IT projects including enhancement requests, defect prioritization, definition of release content, and tasks.
Vendor Performance Management	Enables Customer to manage, evaluate and compare IT vendors based on predefined criteria.

SERVICE AUTOMATION PLATFORM FEATURES	
Configuration management (CMDB)	Provides capabilities to identify, record, and report on IT configuration items and their relationships.
Business service maps	Graphically displays the configuration items related to a business service, and indicates the status of those configuration items.
Chat	Provides real-time communication capability via instant messaging between Users.
Coaching loops	Provides the capability to monitor and provide feedback on a specific behavior of an individual or group.
Content management system	Provides the ability to create custom interfaces.
Custom application templates	Include tables, modules and other building blocks to assist Customer in creating Custom Applications.
Form designer	Allows creation of forms and tables with visual controls.
Google Maps	ServiceNow may make Google Maps available for use with the subscription service. If Customer uses Google Maps, Customer agrees to the following terms: (i) Customer shall limit its use to 60,000 map views on an annual basis and additional use shall be purchased from Google subject to Google's terms and conditions, to which ServiceNow is not a party; (ii) Customer agrees, and shall cause its end users to agree, to Google's Maps Terms

	(http://maps.google.com/help/terms_maps.html or a successor URL as provided by Google), the Legal Notices (http://www.maps.google.com/help/legalnotices_maps.html or a successor URL as provided by Google), and the Acceptable Use Policy (http://www.google.com/enterprise/earthmaps/legal/us/maps_AUP.html or a successor URL as provided by Google); and (iii) Customer agrees that Google may use Customer Data in accordance with its Privacy Policy and that Google may provide its maps services to Customer. Google Maps may not be available to Customer due to location availability and may not be available during Customer's entire subscription term. ServiceNow support and warranty do not apply.
Graphical workflow	Provides the capability to automate multi-step processes <u>within</u> Customer's instance of the subscription service. Each workflow can manage a sequence of activities, such as creating records or running scripts, and the condition-based transitions between them. Customer is required to purchase Orchestration Core to orchestrate activities using the Graphical Workflow that interact <u>outside</u> Customer's instance of the subscription service.
Knowledge management	Provides role-based tools to create, store, and publish information. Provides mechanisms for version control and approvals of documents in the review process.
Live feed	Provides a place to post and share content.
Mobile	Provides a customizable ServiceNow interface for mobile devices.
On-call scheduling	Enables creation of on-call schedules and escalation rosters.
Reporting	Provides the capability to create and share reports and dashboards.
REST API	Provides the ability to integrate external systems through REST APIs using standard response codes, header information, pagination support and streaming data on requests.
Service catalog	Displays a listing of the goods and services that Customer provides <u>within</u> the enterprise to its employees and contractors.
Service creator	Provides capabilities for building lightweight, custom request-fulfill applications.
Service level management	Establishes and monitors status of service contracts and service level agreements between the organization and its customers or third party service providers.
Skills management	Assigns configured competencies to groups or users.
Survey management	Allows for polling and collection of data including configuration for specific events and/or conditions.
Team development	Allows developers to work in parallel on the same feature or release by providing the capabilities to share code and resolve collisions between ServiceNow development instances.
Time cards	Records time worked on tasks either manually or automatically.
Visual task boards	Enables a Kanban-style workspace for either individual or team-based management of tasks.
Visualizations	Displays interactive 2-D and 3-D visual representations for any logical data relationships within an instance.

3. All other terms and conditions of the agreement dated August 5, 2014, as previously amended, between the County and Contractor shall remain in full force and effect.

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

COUNTY OF SAN MATEO

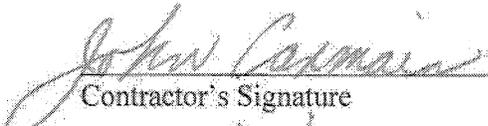
By: _____
President, Board of Supervisors, San Mateo County

Date: _____

ATTEST:

By: _____
Clerk of Said Board

COMPUCOM SYSTEMS INC.


Contractor's Signature

Date: 2/4/2015

John Carmain
Senior Attorney

