

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

THIS AMENDMENT TO THE AGREEMENT, entered into this ____ day of _____, 2012 by and between the COUNTY OF SAN MATEO, hereinafter called "County," and CORNERSTONE ONDEMAND, 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 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 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 parties wish to amend the Agreement to extend the contract for additional two years from October 31, 2012 through October 30, 2014.

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

1. The optional years in original Exhibits B and G are purchased. Accordingly, the attached Exhibits B and G reflect new total obligations not to exceed \$1,291,157 for the entire contract term dating back to October 20, 2009.
2. Tuition Reimbursement module is replaced with Connect module.
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.

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.

DocuSigned by:
Adam Miller

Contractor's Signature
Adam Miller
President & CEO

Date: October 29, 2012

DocuSigned by:
Adam Weiss

By: _____
Cornerstone Legal

Exhibit B
Schedule of Fees for Year 4 and Year 5
San Mateo County

Purchased Products and Services	Year 4 10/31/12 – 10/31/13	Year 5 10/31/13 – 10/30/14
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
Optional Products and Services:		
Professional Consulting and Training Services (Optional)	\$15,000 (optional)	\$15,000 (optional)
E-Learning Content Purchases (Optional)	\$28,000 (optional)	\$28,000 (optional)
Online Admin Course Library for additional 30 department administrators	\$10,500 (optional)	\$10,500 (optional)

(Optional)		
Content Hosting and Delivery at \$250/gig Approx. 20 gig per year, optional and per schedule	\$5,000	\$5,000
Total Optional Cost	\$58,500 (optional)	\$58,500 (optional)
GRAND TOTAL, San Mateo County	\$198,279	\$198,279

Exhibit G
Schedule of Fees for Year 4 and Year 5
Regional Training Consortium

Purchased Products and Services	Year 4 10/31/12 – 10/31/13	Year 5 10/31/13 – 10/30/14
Consortium Learning Platform:		
License Fees based on 1,972 users (@ \$12 per user) of the following cities: Foster City (190 users) Redwood City (524) San Mateo (523 users) Belmont (120 users) Daly City (485 users) Brisbane (130)	\$23,664	\$23,664
Consortium Administrators for 6 cities (2 per city) Foster City (190 users = \$500) Redwood City (524 users = \$2,500) San Mateo (523 users = \$2,500) Belmont (120 users = \$500) Daly City (485 users = \$2,000) Brisbane (130 users = \$500)	\$8,500	\$8,500
Consortium User Upload Tool for the above six (6) cities	\$2,000	\$2,000
Consortium Online Admin Course Library (includes online admin training) (for 12 City LMS Administrators)	\$4,200	\$4,200
Content Hosting and Delivery at \$250/gig Approx. 10 gig per year, optional and per schedule	\$2,500 (optional)	\$2,500 (optional)
Total Cost, Consortium	\$40,864	\$40,864