

**ADDENDUM NO. 2
TO
MASTER AGREEMENT WITH SERVICES UKG (KRONOS)**

This Second Addendum ("Addendum"), dated as of _____, 2023, is by and between the County of Sonoma, a political subdivision of the State of California ("County"), and Kronos Incorporated, a UKG company, hereinafter referred to as ("Contractor" or "UKG").

RECITALS

WHEREAS, County and Contractor entered into an Addendum No. 1 which leveraged the terms and conditions of the Master Agreement, reference number 18220, dated March 18th 2019, with Contractor for an electronic timekeeping system; and

WHEREAS, the County may purchase from Contractor pursuant to the terms and conditions of the Master Agreement; and

WHEREAS, Contractor's timekeeping system has the ability to add, for an additional costs automated employee scheduling that integrates with the County's existing time and attendance solution and related services ("Telestaff Cloud Services"); and

WHEREAS, in the judgment of the Sheriff-Coroner, it is necessary and desirable to purchase the Telestaff Cloud services.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

AGREEMENT

1. Addendum No. 1 shall be amended to include Exhibit B, attached to and incorporated herein.

2. Except to the extent the Agreement is specifically amended or supplemented hereby, the Agreement, together with exhibits is, and shall continue to be, in full force and effect as originally executed, and nothing contained herein shall, or shall be construed to modify, invalidate or otherwise affect any provision of the Agreement or any right of County arising thereunder.

3. This Addendum shall be governed by and construed under the terms of the Master Agreement.

COUNTY AND CONTRACTOR HAVE CAREFULLY READ AND REVIEWED THIS ADDENDUM AND EACH TERM AND PROVISION CONTAINED HEREIN AND, BY EXECUTION OF THIS ADDENDUM, SHOW THEIR INFORMED AND VOLUNTARY CONSENT THERETO.

IN WITNESS WHEREOF, the parties hereto have executed this Addendum as of the effective date.

CONTRACTOR:
KRONOS INCORPORATED

By: _____

Name: _____

Title: _____

Date: _____

COUNTY OF SONOMA:

By: _____

Erick Roeser
Auditor Controller Treasure Tax
Collector

Date: _____

By: _____

Eddie Engram
Sheriff – Coroner

Date: _____

**APPROVED AS TO FORM FOR
COUNTY:**

By: _____

Deputy County Counsel

Date: _____

EXHIBIT B

Quote#: Q-154740
Page 1/3



Quote#: Q-154740
Expires: 31 Jul, 2023
Sales Executive: David Herndon
Effective Date: Effective as of the date of last signature of this Order

ORDER FORM

Order Type: Quote
Date: 24 May, 2023

Customer Legal Name:
COUNTY OF SONOMA

Customer Legal Address:
585 FISCAL DR
RM 101F, SANTA ROSA, CA 95403-2819 USA

Bill To Contact:

Bill To: SONOMA COUNTY
575 ADMINISTRATION DR SUITE 117A
SANTA ROSA, CA 95403 USA

Ship To Contact: Justin Riedel

Ship To: SONOMA COUNTY
575 ADMINISTRATION DR SUITE 117A
SANTA ROSA, CA 95403 USA

Ship to Phone: 7075658851
Ship to Mobile:
Contact: Justin Riedel
Email: justin.riedel@sonoma-county.org

Currency: USD
Customer PO Number:
Solution ID: 6061814
Initial Term: 12 months
Uplift Percent: 4 %

Shipping Terms: Shipping Point
Ship Method: FedEx Ground
Freight Term: Prepay & Add
Renewal Term: 12 months
Payment Terms: Net 30 Days

Billing Start Date: 90 Days from the Effective Date
Data Center Location: USA



Subscription Services

Billing Frequency: Annual in Advance

Subscription Services	Quantity	PEPM	Monthly Price
UKG TELESTAFF CLOUD	600	USD 8.00	USD 4,800.00
UKG DIMENSIONS TELESTAFF INTEGRATION	600	USD 0.00	USD 0.00
Total Price			USD 4,800.00

One Time Setup Fee

Billing Frequency: Billed 100% upon signature of the order form

Item	Total Price
One Time Setup Fees	USD 25,000.00

A La Carte Services

Billing Frequency: Billed 100% upon signature of the order form

Item	Billing Role	Quantity	Unit Price	Total Price
Other Scoped Services	Grouped	1	USD 15,840.00	USD 15,840.00
TeleStaff w/Dimensions - Additional business unit with continuous 24/7 staffing requirements	Grouped	2	USD 10,000.00	USD 20,000.00
Dimensions Project - Additional Separate Phased Go-lives	Grouped	2	USD 8,000.00	USD 16,000.00
Total Price				USD 51,840.00

Quote Summary

Item	Total Price
Total Monthly SaaS and Equipment Rental Fees	USD 4,800.00

Item	Total Price
Total One Time Fees	USD 76,840.00

Order Notes:

The fees for the Applications are invoiced 60 days prior to the Billing Start Date.

This order is entered into between Customer and Kronos Incorporated, a UKG company, subject to the terms and conditions of the Master Agreement Reference #18220 dated March 18th, 2019, between the Lead Agency (acting as "Owner") and Kronos Incorporated (as the "Contractor"), as amended (specifically Sections A and K of Contract #18220).

The Scope Statement attached to this Order Form is a summary of the Implementation Services to be provided by UKG for the Implementation Services Fees outlined in this Order Form and incorporated herein by reference.



IN WITNESS WHEREOF, the parties have caused this Order to be executed by their authorized representatives and shall be effective as of the date of the last signature below.

COUNTY OF SONOMA

Kronos Incorporated

Signature: _____

Signature: _____

Name: _____

Name: _____

Title: _____

Title: _____

Date: _____

Date: _____

The monthly price on this Order has been rounded to two decimal places for display purposes. As many as eight decimal places may be present in the actual price. Due to the rounding calculations, the actual price may not display as expected when displayed on your Order. Nonetheless, the actual price on your invoice is the true and binding total for this Order for purposes of amounts owed for the term.

Scope Statement

Purpose and Overview of Scope Statement

This Scope Statement outlines the scope of services to be provided by Kronos for the Setup Fees indicated on the applicable Order Form, to COUNTY OF SONOMA (“Customer”), related to the Core entitlements, Value-add entitlements, and/or Additional Services contained in this document. Our Professional Services engagements are designed to help our Customers successfully deploy Core entitlements, as well as easily layer Value-add entitlements and functionality over time based on your priorities, schedule, and resources.

The UKG Dimensions™ Scope Statement described herein is fixed scope based and is subject to the terms and conditions governing your UKG Dimensions Agreement (the “Agreement”). Unless otherwise defined herein, words and expressions defined in the Agreement shall have the same meaning in this Scope Statement.

UKG Dimensions Solution

COUNTY OF SONOMA and Kronos are onboarding the following UKG Dimensions entitlements with:

Core Entitlement	On-boarding Type	Number of Employees
UKG TeleStaff SMB	Net New	585

COUNTY OF SONOMA and Kronos Collaboration

A successful project requires close collaboration between COUNTY OF SONOMA and Kronos. The Kronos Professional Services team is equipped to help keep you on target for meeting project milestones and requirements, as well as to assist you in configuring and deploying the UKG Dimensions solution in support of your organization’s business outcomes. Your organization’s participation and commitment to the project goals and timeline are critical to ensure success.

The Kronos onboarding process is driven by value and enabling business outcomes. This approach is focused on accelerated time to value using tools and techniques, such as industry and region-specific configuration, Kronos process recommendations, dynamic documentation, and accelerated testing processes. All project information is available online to allow project team members access to project status, contact information, issues log, test case tracking, training plan, etc. at any time.

The onboarding process will be completed in three iterative phases: Initiate, Collaborate, and Adopt. Please review the Kronos Paragon™ Overview for the project life cycle, roles & responsibilities in more detail in the following link: [Kronos Paragon Overview](#).

Project Overview

Project Management services include:

- Kronos Project Manager working with Customer Project Manager to jointly run the project.
- Transition to Kronos Global Support after the first deployment go-live.
- Maintain project workspace, work plan, issues and risks management, weekly status calls and reports.

Implementation:

- Fixed scope implementations are designed to deliver value quickly to your organization. Project timelines generally span 6-8months depending on the number of entitlements selected.

Onboarding support for these time spans are included in the scope. Extended project timelines requested by customers can be supported with additional professional services and will be agreed via change order.

Remote Implementation approach:

- Kronos will conduct one Solution Development Workshop with the customer project team to create one solution design for the customer's organization.
- The customer team will conduct one testing cycle to accept that solution, which Kronos will support.
- Kronos will support one production go-live and provide knowledge transfer to allow you to be self-sufficient in any subsequent phased go-lives you choose to conduct for that module.
- The selection of deployment services:
 - 2 Additional, Separate Phased Go-live(s).

Deployed Solution:

- Two tenants (1 Production, 1 Non-Production) will be designed and deployed with entitlements. The Non-Production environment may be refreshed from Production to support testing and training activities. Onboarding work will deliver configured solutions that operate on all supported desktop and mobile client platforms.
- Kronos will deliver the integrations using the Boomi™ UKG Dimensions Integration Platform. Integrations are based on predefined templates and are assumed to be low to medium complexity. Interfaces are scheduled via UKG Dimensions and transfers data via flat files (CSV) to the UKG Dimensions secure FTP (SFTP) environment.

Educational Services:

Effective training is the key to high user adoption rates. Training that results in self-sufficient administrators, managers, and employees increases the efficiency of use of the Application(s) and Customer's business processes.

Kronos' training model includes a role-based learning plan. Each role within Customer's organization has a specific set of courses required at specific points in the deployment methodology. Having role-based training classes ensures Customer's team members are trained on the processes they will use in their day-to-day interactions with the system. The timing of this training is key. Kronos aims to provide the training with as little time between training delivery date and system usage as possible. This provides for Customer's users to have an opportunity to reinforce the training through real-life application before they begin to lose the skills gained in training. End users (i.e. Managers and Employees) use a train the trainer model for learning. Customer is responsible for train the trainer learning for their managers and employees.

Virtual Learning Environment Training

Kronos shall provide its live, hands-on classroom training, including a comprehensive agenda and facilitation by a trained and knowledgeable instructor, delivered to Customer's personnel via the Internet. Training is intended for the following audiences:

- Core Team training to help key functional and technical users make informed solution design and configuration decisions, and to provide fundamental product knowledge.
- Application & System Administrator to prepare functional and technical super users to perform their most common tasks in the solution

Self-Paced Training

Kronos shall provide self-paced product training.

Note: Kronos also offers fee-based consulting services that are not included under the terms of the Training Services referenced above.

Core Deliverables

Working in close collaboration, COUNTY OF SONOMA and Kronos will on-board the following core entitlements and functionality:

Core	Kronos Delivered Value
UKG TeleStaff	One-time data import of customer supplied person data in UKG format Leave Requests Shift Trades Accrual Management with a one-time data import of customer supplied accrual data in UKG format Event Deployment Signup Processes Overtime/Off Duty Scheduling Processes Minimum Staffing Fatigue Rules SMS Configuration (Text via Twilio) Bidding (see below) Standard Payroll Export Standard Reports Authentication (SSO/LDAP) One 8-hour remote consultant training session: Admin, Bid Admin, or Scheduler Standard integration with UKG timekeeping product One production cutover Scope assumptions: - Includes 1 Institution - Includes 1 unique business unit with continuous 24/7 staffing requirements (Examples: Patrol, Jail, Fire Suppression, Communications) - Includes 1 administrative schedule group with no staffing rules - Customer is responsible for data setup for: - Events - Assignment Templates - Bidding: - One type of award (i.e. one PTO Type/Assignment) is included - Includes one bidding group. A bidding group is defined as having a unique set of qualifying rules that determines the bid order. - The execution of the bid includes 1 bid, 1 win, and 1 award cycle. - Cloning of Bids is the customer's responsibility - Additional award types, bidding groups, execution steps, or cloning will require Additional Scoped Services to be define A la carte items selected: 2 Additional business unit with continuous 24/7 staffing requirements (Examples: Patrol, Jail, Fire Suppression, Communications) - Additional services described as: 12 Additional Bids