

DRAFT

FIRST AMENDMENT TO CLOUD SUBSCRIPTION SERVICES AGREEMENT #2019-02-5636

This First Amendment ("Amendment"), dated as of January 19, 2021, -, is by and between the County of Sonoma, a political subdivision of the State of California ("County"), and **Saba Software, Inc.**, a Delaware corporation, hereinafter referred to as ("Saba").

R E C I T A L S

WHEREAS, County and Saba entered into that certain Agreement, dated February 1, 2019; and

WHEREAS, County and Saba desire to amend the Agreement as follows: increase the maximum contract spend from \$476,316.00 to \$532,134.00 and incorporate Saba Order Number 2021-1-5974 to add additional user licenses and obtain either the Cisco WebEx or Zoom connector;

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

A G R E E M E N T

1. Saba Cloud Subscription Services Agreement #2019-02-5636 Section 6. Fee and Payment Terms., 6.1 Fees and Payment shall be amended to state that payments to Saba will not exceed **\$532,134.00** for the term of the Agreement.
2. The attached Order Number 2021-1-5974 dated to add additional Subscription services shall be incorporated into the Saba Cloud Subscription Services Agreement #2019-02-5636 per Section 2.6 Other Services and are in addition to services provided on Saba Order Q-00023479.
3. 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.
4. This Amendment shall be governed by and construed under the internal laws of the state of California, and any action to enforce the terms of this Amendment or for the breach thereof shall be brought and tried in the County of Sonoma.

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

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

SABA SOFTWARE, INC.

By: _____

Name: _____

Title: _____

Date: _____

COUNTY OF SONOMA:

By: _____
Christina Cramer, Director of Human Resources

Date: _____

APPROVED AS TO FORM FOR COUNTY:

By: _____

Title: _____

Date: _____

**CERTIFICATES OF INSURANCE ON
FILE WITH AND APPROVED AS TO
SUBSTANCE FOR COUNTY:**

By: _____
Christina Cramer, Director of Human Resources

Date: _____