



Strategic Talent Management

Be Brilliant.

Contract No. 03-2017-430

ADDENDUM #4

to the Software License and Services Agreement
dated December 24, 2014 (#11-2014-1610) ("Agreement")

between

Halogen Software Inc. ("Halogen")

and

Adams County, Colorado ("Customer")

WHEREAS Halogen and Customer wish to amend the terms and conditions contained within the Agreement as set forth below ("Addendum");

NOW THEREFORE in consideration of the mutual covenants and promises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree to amend the Agreement as follows:

1. **Re-alignment of License Term.** The parties agree that the existing License Term of the agreement runs from December 31st to December 30th. In order to effectuate the re-alignment of the License Term, Halogen proposes and the Customer agrees as follows:
 - a) The License Term of the Agreement shall be re-aligned to run from January 31st to January 30th starting on January 31, 2018;
 - b) The current renewal of the License Term which was set to run from December 31, 2016 to December 30, 2017 will be extended to expire January 30, 2018.
 - c) As a result, the parties agree to revise Section 2 of Addendum 3 (Contract No. 10-2016-1192) as follows:

SUBSCRIPTION - RENEWAL

Software Description	License Term	No. of Licenses	Annual Subscription Fee (excluding taxes)
Halogen Performance™ Public Sector, Halogen 360 Multirater™, Halogen Compensation™, Halogen Learning™ (includes SCORM), Halogen Single Sign-on (SSO) Connectivity, Halogen® HRIS Connect™ modules (Inclusive of M&S Fees and on-demand Hosting Services Fees)	Year 1: December 31, 2016 to <u>January 30, 2018*</u> Year 2: <u>January 31, 2018 to January 30, 2019</u> Year 3: <u>January 31, 2019 to January 30, 2020</u>	Year 1: 2,000 Year 2: 2,000 Year 3: 2,000	Year 1: US\$ 73,008.00* Year 2: US\$ 75,928.32 Year 3: US\$ 78,965.47
Annual Professional Services – Continuous Advancement Level 3 - Halogen Performance™, Halogen 360 Multirater™, Halogen Compensation™, Halogen Learning™	Renewal, as above	N/A	Year 1: US\$ 3,772.08* Year 2: US\$ 3,922.97 Year 3: US\$ 4,079.89

*Customer shall be invoice a prorated amount of the Annual Subscription Fee and Annual Professional Services Fee for the period from December 31, 2017 to January 30, 2018 consistent with the Annual Subscription Fee and Annual Professional Services Fee set forth above.

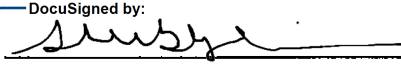
2. All capitalized terms used herein, but not defined, shall have the respective meanings assigned to such terms in the Agreement, as amended. In the event of any conflict or inconsistency between the terms of this Addendum and the Agreement, the terms of this Addendum shall prevail. Except as specifically and to the extent modified by this Addendum, all of the terms and conditions of the Agreement shall continue to remain unchanged and in full force and effect.

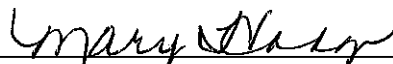
3. Customer hereby agrees that either:

- (i) It has generated a purchase order ("PO") # 15321 to cover the total of the Fees and expenses specified in this Addendum; the PO document should be faxed to 613-287-0370 or emailed to ar@halogensoftware.com to ensure proper reference on invoices for the products and services purchased from Halogen; **OR**
- (ii) **NO PO IS REQUIRED** to authorize payment in full to Halogen of the Fees and expenses specified herein.

4. **The pricing and terms represented in this Addendum will be honored by Halogen for a period of thirty (30) days from the date of issue of this document.** A complete, executed copy must be returned by Customer, by Fax to 775-640-9544 or by email to contracts@halogensoftware.com, prior to commencement of the work.

IN WITNESS WHEREOF the parties hereto have executed this Addendum, effective as of the date it has been signed by both parties.

Halogen Software Inc.
 DocuSigned by:
 Signature: 
 Name: 8DD1AA8C058448A
Shelby Atkman
 Title: Corporate Counsel
 Date: 1/12/2018

Adams County, Colorado
 Signature: 
 Name: Mary Hodge
 Title: Chair
 Date: January 10, 2018
 Email: _____

APPROVED AS TO FORM
 COUNTY ATTORNEY
