

**AMENDMENT NO. 4 TO AGREEMENT
BETWEEN THE COUNTY OF SAN MATEO AND
PEOPLE STRATEGY (FORMERLY INTEGRAL SYSTEMS, INC.)**

THIS AMENDMENT TO THE AGREEMENT, entered into this ____ day of _____, 20____, by and between the COUNTY OF SAN MATEO, hereinafter called "County," and PEOPLE STRATEGY (formerly Integral Systems, Inc.) hereinafter called "Contractor";

W I T N E S S E T H:

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 Personnel Information and Payroll Systems (PIPS) migration project planning, implementation of the migration, and hosting services on September 11, 2007; and

WHEREAS, the parties wish to amend the Agreement (1) to add up to TWO HUNDRED SEVENTY-THREE THOUSAND NINE HUNDRED DOLLARS (\$273,900), for a new total maximum obligation of ONE MILLION TWO HUNDRED TWELVE THOUSAND TWO HUNDRED FORTY DOLLARS (\$1,212,240) and (2) to extend the Agreement end date to December 31, 2011.

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

1. Paragraph 1 of Section 3 of the Agreement is amended to read as follows:

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". In no event shall the County's total fiscal obligation under this Agreement exceed ONE MILLION TWO HUNDRED TWELVE THOUSAND TWO HUNDRED FORTY DOLLARS (\$1,212,240).

2. Paragraph 1 of Section 4 of the Agreement is amended to read as follows:

Subject to compliance with all terms and conditions, the term of this Agreement shall be from SEPTEMBER 11, 2007, through DECEMBER 31, 2011.

5. All other terms and conditions of the agreement dated September 11, 2007, 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
*A Political Subdivision of the
State of California*

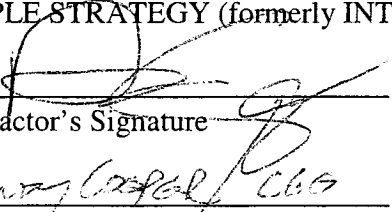
By: _____
President, Board of Supervisors, San Mateo County

Date: _____

ATTEST:

By: _____
Clerk of Said Board

PEOPLE STRATEGY (formerly INTEGRAL SYSTEMS, INC.)



Contractor's Signature

Perry Cooper, CEO

Name and Title

Date: *11/23/2010*
