State of California

STANDARD AGREEMENT —

STD. 2 (REV.5-91)

APPROVED BY THE ATTORNEY GENERAL

Contract Number	Amendment Number
TCMA-200201	9
TAXPAYER'S FEDERAL EMPLOYER IDENTIFICATION NUMBER	
13-3036745	

THIS REINSTATEMENT AND AMENDMENT, made and entered into this **1st** day of **November 2005**, ("Effective Date") in the State of California, by and between State of California, through its duly elected or appointed, qualified and acting

TITLE OF OFFICER ACTING FOR STATE	AGENCY	
Business Services Manager	Judicial Council of California Administrative Office of the Courts 455 Golden Gate Ave. San Francisco, CA 94102	, hereafter called the State or Client, and
CONTRACTOR'S NAME		
ADP, Inc.		, hereafter called the Contractor.

THE PARTIES HEREBY AGREE TO REINSTATE CONTRACT NO. TCMA-200201, THE TERM OF WHICH EXPIRED ON OCTOBER 31, 2005.

PURSUANT TO THIS NINTH AMENDMENT TO MASTER AGREEMENT TCMA-200201 BETWEEN STATE AND ADP, INC.:

The parties have agreed to: (1) replace Exhibit E in its entirety; (2) incorporate Exhibit F, Service Model and Service Level Agreement; and (3) continue to negotiate in good faith certain changes to the Master Agreement. In order to allow sufficient time for the negotiations, the parties have agreed to reinstate and extend the term of Master Agreement TCMA-200201, as amended, through December 21, 2005. Therefore, the expiration date of this Agreement is hereby extended to **December 21, 2005**.

Exhibit E, Contractor's Price List Revision 3 is hereby deleted in its entirety and replaced with the attached Exhibit E, Contractor's Pricing List Revision 4. The parties agree that the prices set forth in Exhibit E, Contractor's Pricing List Revision 4, will be incorporated into the final agreement that is negotiated between the parties and will remain in effect through December 1, 2007.

Exhibit F, Service Model and Service Level Agreement, is hereby incorporated and made a part of Contract No. TCMA-200201. The parties agree that Exhibit F, Service Model and Service Level Agreement, will be incorporated into the final agreement that is negotiated between the parties and will remain in effect for the term of the new agreement.

Effective November 28, 2005, ADP will begin to provide the Service Model described in Exhibit F, including the service standards ("Service Level Agreement"). The parties agree that the cost of the Service Model is $200,000 for the initial twelve month period. The AOC will fund the Service Model for the initial twelve month period.

Except as provided herein, all the terms and conditions of the original Master Agreement, as previously amended, shall remain in full force and effect.

IN WITNESS WHEREOF, this reinstatement and Amendment No. 9 has been entered into by the parties hereto, effective upon the Effective Date.

STATE OF CALIFORNIA	CONTRACTOR
ENTITY Judicial Council of California, Administrative Office of the Courts	CONTRACTOR (if other than an individual, state whether a corporation, partnership, etc.) ADP, Inc. (a corporation)
BY (AUTHORIZED SIGNATURE) ▷ for Christine Hansen	BY (AUTHORIZED SIGNATURE) ▷ Deborah L Dyson
PRINTED NAME OF PERSON SIGNING Grant Walker	PRINTED NAME AND TITLE OF PERSON SIGNING Deborah L Dyson, Service Exec.
TITLE Business Services Manager	ADDRESS

AMOUNT ENCUMBERED BY THIS DOCUMENT	PROGRAM/CATEGORY (CODE AND TITLE)	FUND TITLE	*Department of General Services Use Only*
$200,000.00		Trial Court Improvement Fund	
PRIOR AMOUNT ENCUMBERED FOR THIS CONTRACT $00.00	(OPTIONAL USE) Funding information for services ordered by the trial courts will be included in individual work orders if any.		
TOTAL AMOUNT ENCUMBERED TO DATE **$200,000.00**	ITEM: 0250-605-0159 / CHAPTER: 850 / STATUTE: 1997 / FISCAL YEAR: 2005/2006		
	OBJECT OF EXPENDITURE (CODE AND TITLE) 0159-45111039-751-59-05		

I hereby certify upon my own personal knowledge that budgeted funds are available for the period of the expenditure stated above. T.B.A. NO. B.R. NO.

SIGNATURE OF ACCOUNTING OFFICER: ▷ Eduardo Sanchez — DATE: 12/08/05

☑ CONTRACTOR ☐ STATE AGENCY ☐ DEPT. OF GEN. SER. ☐ CONTROLLER ☐

Exhibit E, Contractor's Pricing List Revision 4

Exhibit E is a separate Word document consisting of 22 pages to be inserted into this document.

EXHIBIT F
SERVICE MODEL AND SERVICE LEVEL AGREEMENT

1. General Description:

Establishing a Service Model and Service Level Agreement for the Trial Courts provides a strategy and approach to ensure the delivery of service excellence and quality. Effective November 28, 2005, ADP will begin to provide the Service Model described herein, including the service standards ("Service Level Agreement") for the term of this Agreement. Payment terms and conditions for the Service Model are reflected in paragraph 6 of this Exhibit E.

2. Description of Service Model and Service Standards

a. Staffing Requirements and Key Personnel

i. The Service Model will include a team of four implementation and service support associates that are exclusively dedicated to implementing and supporting payroll processing products and services for the Trial Courts and the AOC ("Service Team"). These resources will be allocated to work specifically on support of the Trial Court's payroll processing for any new conversions or day-to-day service support needs.

ii. In order to ensure coverage, knowledge sharing, training, and overall project management, the Service Team will be structured and managed so that two support associates from each of the respective functions (implementation and service) are always available, during the designated hours.

iii. The Key Personnel named below are members of the Service Team:

- **Karen Brown Davis** – 13 year ADP Autopay experience with management, implementation/conversion, project management and service experience
- **Debra Morales** – 9 year ADP Autopay experience in service support, technical business conversion, and implementation.
- **Jennifer Franklin** – 8 year ADP Autopay experience in service support for client service with primary emphasis over the last 4 years in large account services (upward of 5,000 pays)
- **Courtney Bailon** – 8 year ADP Autopay with customer service experience in multi-sized clients and multi-application usage.

iv. Service Team members will posses the following competencies as defined by ADP's internal service level standards:

- Collaborative
- Relationship building
- Results-oriented
- Planning and organizing

- Presentation Skills
- Technical aptitude
- Service-Oriented
- Accountability

b. Hours and Communication

i. The Service Team will be available beginning November 28, 2005 Monday through Friday, excluding holidays, from 8:00am to 5:00pm (Pacific Standard Time). Extended hours of support are available to meet critical requests (e.g. hardware crash, Court is unable to process payroll, Court requires additional time to prepare payroll) if requested before to 2:00 p.m. on the day the support is required.

ii. The Service Team will return all calls from the AOC and / or Courts within twenty-four hours.

iii. Courts will have toll-free direct phone contact with service support for day-to-day questions.

iv. Voice mail for each team member and dedicated central e-mail address for the team.

c. Escalation Process for Problem Resolution

i. In the event the Court does not have adequate resolution when an issue or problem is presented to the Service Team, the Court may escalate the problem using the process set forth in subparagraph ii below. Issues and problems that may require escalation include, but are not limited to, the following:

- Service Team failed to resolve the issue in a timely manner or to the satisfaction of the Court or AOC
- General dissatisfaction with the service or support received
- Feedback regarding quality of service or Service Team member(s)

ii. The Court will first contact the Service Team for problem resolution. If the problem is not resolved to the Court's satisfaction, the Court will contact one of the ADP managers listed below:

- Debbie Dyson, Client Relations Executive: 408 970-7640
- Linda Olander, Client Service Manager: 408 496-5950

If after contacting one of the ADP managers listed above, the problem is not yet resolved to the Court's satisfaction, the Court will contact the AOC Project Manager named in the Agreement. The AOC Project Manager will contact ADP's Account Representative to facilitate a satisfactory resolution. If the

problem is not satisfactorily resolved, the AOC and ADP will use the Dispute Resolution process set forth in the Agreement.

d. Test Platform

i. ADP will develop and maintain test database platforms with minimum of two parallels.

ii. ADP will utilize the test database platforms for: (i) all payroll conversions prior to the Court's payroll moving into production; and (ii) for all enhancements before the enhancement is moved into production.

iii. ADP will provide any technical requirements that may apply for the use of the test database platforms to the Court.

iv. ADP will develop protocols for testing of enhancements, including clearly defined roles and responsibilities.

e. New Court Implementation Standards

i. ADP's implementation plan for a payroll conversion, including multi-product engagements, will include milestone agreements with project planning documents, statements of work identifying roles and responsibilities for ADP and the Court, and time frames. All projects will be completed by the agreed upon due dates. Revised dates will be mutually agreed upon.

ii. A new conversion will include one on-site introductory visit at the Court location or an AOC Sacramento or AOC Southern California location (dependent on distance).

iii. The Service Model includes documentation of the Client's payroll setup and documentation of changes to the payroll setup, also referred to as documentation of the Client's account profile.

f. Account Changes / Updates

Prior to implementing a change or update to an existing account, ADP will submit a completed Work Order form and provide a Transactional Project Plan document to the Court for written approval. The Transactional Project Plan will: (1) identify the scope of the change; (2) establish the roles and responsibilities of ADP and the Court; and (3) establish the time frame to implement the change. Completion and acceptance of the change will be based on the Transactional Project Plan. All projects will be completed by the agreed upon due dates. Revised dates will be mutually agreed upon.

g. **Training**

i. **Annual Year-end Training**: Each Court can send one attendee to the annual year-end client training / seminar at no charge. If a Court elects not to attend the annual training, another Court or the AOC may attend in its place.

ii. **Conversion Training for New Courts**: ADP will develop and provide conversion training at no charge prior to processing a Court's first payroll. In order to facilitate a successful conversion, the Court will attend the training prior to processing of its first payroll.

iii. **Booster Training for Existing Courts**: Courts currently receiving ADP's payroll services will attend Booster Training developed and provided by ADP at no charge to the Court. The Booster Training will be based on call trends and feedback provided to the Service Team.

3. **Quarterly User Group Sessions**

ADP will assist in the facilitation of quarterly user group sessions built around common topics or themes. The sessions will be working forums that will allow participants an opportunity share common concerns or issues. The input and structure of the meetings will be based on call trends, upcoming court events, product enhancements and frequently asked questions. ADP will attend at least one session each year at an AOC location.

4. **Reports, Monitoring, Program Measurements, and Account Reviews**

a. **Reports and Surveys**: The following reports and surveys will be provided:

i. **Conversion / Implementation Survey**: Each court will receive a Conversion / Implementation Survey after conversion of the Court's payroll.

ii. **Transaction Survey**: A transaction survey will be provided for each call or activity. The transaction survey will be emailed to the caller's email address, as long as an email address for the caller has been provided to ADP.

iii. **Bi-annual Quality Survey**: A Bi-annual Quality survey will be provided to each Trial Court. The survey is a measurement of overall quality of the product, service, and support. The survey will be one of the tools used to measure the level of support the Service Model provides.

iv. **Bi-weekly Open Case Activity Report**: A Bi-weekly Open Case Activity Report will be provided to each Trial Court. Upon request, ADP will provide copies of the individual court open case activity reports to the AOC.

b. **Program Measurements**: After the Service Model has been in effect for six months, ADP and the AOC will meet to set metrics for measurements of success based on the historical data provided from the reports and surveys.

c. **Quarterly Account Review**: Based on the service level expectations set forth in this Service Model and Service Level Agreement, ADP will present a Quarterly Account Review to the AOC. The presentation will include, but is not limited to:

- Number of calls to the Service Team for the previous quarter
- Summary of ADP transaction surveys received from the Courts for the previous quarter
- Summary of the bi-annual quality surveys received from the Courts for the previous quarter
- Summary of the conversion implementation surveys received from the Courts for the previous quarter
- Review of the status and service level agreement terms based on service quality metrics that have been established for the program measurements.

The session will also provide an open forum to outline any current concerns from ADP and/or the AOC, upcoming Court conversions and projects/plans, and feedback from any AOC surveys that may have been provided to the Courts.

5. Dispute Recovery

a. In the event a Court experiences a payroll critical issue, as described below, the Court may recover costs to align with the impacted payroll processing costs, labor, and expense. Payroll critical issues include:

- Court hardship with entire payroll not paid on time
- Erroneous payroll
- Systematic failure of ADP Northern California mainframe

b. The cost recovery process will go through the Escalation Process for Problem Resolution described in 2.c. above and, if the Court and ADP do not come to a mutually acceptable agreement, the Court and ADP will include the AOC in the cost recovery discussions.

6. Payment Terms and Conditions for Service Model

a. Contract Amount for Service Model

The total amount the AOC will pay to the Contractor under this Agreement for performance of the Work required to provide the Service Model described herein is **$200,000 for the initial twelve month period**. The Contractor will invoice the AOC in equal amounts of $16,666.67 each month. This amount is inclusive of all costs, benefits, expenses, fees, overhead, profits, and other costs and/or expenses incidental to the performance of the specified requirements set forth herein.

b. Taxes

The AOC is exempt from federal excise taxes and no payment will be made for any taxes levied on the Contractor's or any Subcontractor's employees' wages. The AOC will pay for any applicable State of California or local sales or use taxes on the services rendered or equipment or parts supplied pursuant to this Agreement.

c. Method of Payment

The Contractor shall submit an invoice for the Service Model no more often than once a month. After receipt of invoice, the AOC will either approve the invoice for payment or give the Contractor specific written reasons why part or all of the payment is being withheld and what remedial actions the Contractor must take to receive the withheld amount.

The AOC will make payment in arrears after receipt of the Contractor's properly completed invoice. Invoices shall clearly indicate the following:

i) The Contract number;
ii) A unique invoice number;
iii) The Contractor's name and address;
iv) Taxpayer identification number;
v) Description of the Work provided;
vi) The contractual charges, and,
vii) Preferred remittance address, if different from the mailing address.

The Contractor shall submit one (1) original and two (2) copies of invoices to:

Judicial Council of California
Administrative Office of the Courts
c/o Finance Division, Accounts Payable
455 Golden Gate Avenue, 7th Floor
San Francisco, CA 94102-3688

Please note that invoices or vouchers not on printed bill heads shall be signed by the Contractor or the person furnishing the supplies or services.

d. Continuous Funding and Evaluation of Cost for Service Model

The parties agree the re-negotiated Master Agreement will include the process to re-evaluate the cost of the Service Model at the end of the initial twelve month period and the process to fund the Service Model with direct billing to the Courts.

END OF EXHIBIT

Exhibit E – Contractor's Pricing List Revision 4
Outsourced Payroll Services
PC Payroll for Windows
For
Courts of California

I. PAYROLL PROCESSING FEES PER PAY PERIOD	Bi-Weekly/ Semi-Monthly	Monthly
A. Court Service Model The Court Service Model and associated costs is set forth in Exhibit F.		
B. Base Charge	$91.35	$103.69
+ Per Pay Processing and Tax Service	+$1.63/pay	+$1.76/pay

Includes:

Employees Per Pay Processing and Tax Service
Laser Printed Earnings Statements & Reports
Reports Include:
Master Control ,Payroll Register, Payroll Audit Report, Personnel Change Report, Unused Deduction Report,Payroll Summary, Statistical Summary Recap,Statistical Summary Detail
IRX (Information Resource Exchange)
Web Based (w/ 800# service) HR & Compliance Tool
State Unemployment Insurance (SUI) Management
Multiple User-Defined Hours/Earnings/Deductions Types
Local Check Printing Capabilities for Manual Checks
Ability to Modify Some Information on Pay Stubs
Ability to Pay Employees at More than One Pay Rate
User Guides
View and Change Payroll Prior to Final Processing
Process Pre and Post-Tax Deductions
Process Retroactive Payments
Mass changes to Hours/Earnings/Deduction Types
Ability to Manually Adjust Earnings
Deferred Compensation
Retirement Deductions (PERS)
Taxable and Non-Taxable Reimbursements
Moving Allowance and Car Allowance

B. Additional Features

1.	Total Pay **Includes...* • *Check Signing* • *Check Stuffing* • *Full Service Direct Deposit (up to 3 accounts)* • *Official Bank Check w/ Check Reconciliation* • *Check Fraud Protection* *10.00 fee applies for stop payments/direct deposit reversals	$18.90 + .34/pay
2.	Benefit Accruals *(Vacation/Sick/PTO etc. Includes ability to track multiple anniversary dates for leave accrual)*	$6.83 per 100 employees
3.	Labor Distribution *(Split employee earnings between multiple cost centers)*	$10.25 per 100 employees

4.	Standard General Ledger Report/Download *(If G/L requires custom programming, G/L specs would be submitted to programmers for custom quote. Standard G/L includes earnings, taxes, deductions allocated to a single cost center, max. 24 character)*	$52.50
5.	Super Data Access (Check Detail & Cumulative Data Download)	$1785 per 100 employees
6.	iPaystatements	$ .17/pay/payroll
7.	Automatic Group Term Life Calculation	$2.78 per 100 employees
8.	Overnight Processing	$5.00 per 100 employees
9.	Wage Garnishment Processing & Payment Service (WGPS)	$8.95 base + per lien charge of $2.60
10.	Documax (CD-Rom Output) (CD-Rom output of all reporting & history for archival and storage. ADOBE Acrobat format for easy viewing & e-mailing reports.)	$21.00
11.	ADP Delivery	$8.95
12.	New Hire Reporting	$2.78 per new hire

II. JUROR PAYROLL (No Tax Service Included)

	Weekly	Bi-Weekly/Semi-Monthly	Monthly
A. Base Charge	$55.65	$70.09	$82.43
+Per Pay Processing	+$1.20/pay	+$1.37/pay	+$1.50/pay

Includes:
- Employees Per Pay Processing
- Laser Printed Earnings Statements & Reports
- IRX (Information Resource Exchange)
- Web Based (w/ 800# service) HR & Compliance Tool
- Local Check Printing Capabilities for Manual Checks
- Ability to Modify Some Information on Pay Stubs
- Functional and Technical User Documentation
- View and Change Payroll Prior to Final Processing
- Process Retroactive Payments
- Taxable and Non-Taxable Reimbursements

B. Additional Features

1.	Total Pay **Includes...* • *Check Signing* • *Check Stuffing* • *Full Service Direct Deposit (up to 3 accounts)* • *Official Bank Check w/ Check Reconciliation* • *Check Fraud Protection* *10.00 fee applies for stop payments/direct deposit reversals	$18.90 + .34/pay
2.	Standard General Ledger Report/Download *(If G/L requires custom programming, G/L specs would be submitted to programmers for custom quote)*	$52.50
3.	Super Data Access (Check Detail & Cumulative Data Download)	$17.85 per 100 jurors

4.	iPaystatements	$ .17/pay/payroll
5.	Overnight Processing	$5.00 per 100 jurors
6.	Documax (CD-Rom Output) (CD-Rom output of all reporting & history for archival and storage. ADOBE Acrobat format for easy viewing & e-mailing reports.)	$21.00
7.	ADP Delivery NOTE: If a juror payroll is an additional control and the jury payroll is delivered at the same time as the employee payroll, the delivery fee will be reduced to $2.60	$8.95

NOTE: If the Juror Payroll is an Additional Control a 25% discount will be offered for all discountable items.

III. PAYROLL PROCESSING FEES PER MONTH

A.	Super Data Access (ReportSmith) (Ad-Hoc Report Writer)	$178.50
B.	Worker's Compensation Reporting ADP calculates worker's comp wages, by code, by state, and any experience modifier to give you exact W.C. liability)	$42.00
C.	Network Support/LAN (If applicable)	$26.25

IV. YEAR END SERVICES

A.	W-2 Earnings Statements (Includes Magnetic Tape Filing & W-3 Transmittal)	$4.75/W-2 ($75.00 minimum)
B.	W-2s on CDROM	$52.50+.26/W-2

V. ONE-TIME FEES:

A.	Implementation Fees	15.75% of Annual Outsourced Payroll Fees
B.	One-Time License Fees	
	PC Payroll for Windows	$525.00/workstation
	ReportSmith	$105.00/workstation
C.	Network Installations Fees (If applicable)	
	LAN Installation	$1500.00/day
	Citrix Installation	$3000.00/day
	Virtual Installations	$750.00/day
D.	On-Site Consulting Services	$1350.00/day

Any additional custom needs can and will be analyzed and quoted as they are identified by ADP staff.

End of PC Payroll for Windows Pricing

Exhibit E – Contractor's Pricing List Revision 4
Outsourced Payroll Services
PayExpert (Internet Payroll)
For
Courts of California

Note: Payexpert, based on its limited functionality with labor distribution, general ledger reporting, import capabilities, history tracking and human resource tracking, may not be the right solution to meet the needs of the courts. An analysis will be done by ADP to determine whether this option is viable for a particular court.

I. **PAYROLL PROCESSING FEES PER PAY PERIOD** Bi-Weekly/Semi-Monthly/Monthly

A. Court Service Model
The Court Service Model and associated costs is set forth in Exhibit F.

B. Per Pay Processing and Tax Service $3.15/check for 1st 100 checks
Plus $1.84/check over 100
($63.00 minimum)

Includes:
Employees Per Pay Processing and Tax Service
Laser Printed Earnings Statements & Reports
Reports Include:
Master Control ,Payroll Register, Payroll Audit Report, Personnel Change Report, Unused Deduction Report,Payroll Summary, Statistical Summary Recap,Statistical Summary Detail
IRX (Information Resource Exchange)
Web Based (w/ 800# service) HR & Compliance Tool
State Unemployment Insurance (SUI) Management
Multiple User-Defined Hours/Earnings/Deductions Types
Local Check Printing Capabilities for Manual Checks
Ability to Modify Some Information on Pay Stubs
Ability to Pay Employees at More than One Pay Rate
Functional and Technical User Documentation
View and Change Payroll Prior to Final Processing
Process Pre and Post-Tax Deductions
Process Retroactive Payments
Mass changes to Hours/Earnings/Deduction Types
Ability to Manually Adjust Earnings
Deferred Compensation
Retirement Deductions (PERS)
Taxable and Non-Taxable Reimbursements
Moving Allowance and Car Allowance

C. Additional Features

1. Total Pay Included
**Includes...*
- *Check Signing*
- *Check Stuffing*
- *Full Service Direct Deposit (up to 3 accounts)*
- *Official Bank Check w/ Check Reconciliation*
- *Check Fraud Protection*

*10.00 fee applies for stop payments/direct deposit reversals

2.	Benefit Accruals *(Vacation/Sick/PTO etc. Includes ability to track multiple anniversary dates for leave accrual)*	$6.83 per 100 employees
3.	Labor Distribution *(Split employee earnings between multiple cost centers)*	$10.25 per 100 employees
4.	iPaystatements	$ .17/pay/payroll
5.	Standard General Ledger Report/Download *(If G/L requires custom programming, G/L specs would be submitted to programmers for custom quote)*	$52.50
6.	Automatic Group Term Life Calculation	Included
7.	Overnight Processing	Included
8.	Wage Garnishment Processing & Payment Service (WGPS)	$8.95 base + per lien charge of $2.60
9.	Documax (CD-Rom Output) (CD-Rom output of all reporting & history for archival and storage. ADOBE Acrobat format for easy viewing & e-mailing reports.)	$21.00
10.	ADP Delivery	Included
11.	New Hire Reporting	Included

II. JUROR PAYROLL (No Tax Service Included)

	Weekly	Bi-Weekly/Semi-Monthly	Monthly
A. Base Charge	$55.65	$70.09 $82.43	
+Per Pay Processing	+$1.20/pay	+$1.37/pay	+$1.50/pay

Includes:
- Employees Per Pay Processing
- Laser Printed Earnings Statements & Reports
- IRX (Information Resource Exchange)
- Web Based (w/ 800# service) HR & Compliance Tool
- Local Check Printing Capabilities for Manual Checks
- Ability to Modify Some Information on Pay Stubs
- Functional and Technical User Documentation
- View and Change Payroll Prior to Final Processing
- Process Retroactive Payments
- Taxable and Non-Taxable Reimbursements

B. Additional Features

1.	Total Pay **Includes...* • *Check Signing* • *Check Stuffing* • *Full Service Direct Deposit (up to 3 accounts)* • *Official Bank Check w/ Check Reconciliation* • *Check Fraud Protection* *10.00 fee applies for stop payments/direct deposit reversals	$18.90 + .34/pay
2.	Standard General Ledger Report/Download *(If G/L requires custom programming, G/L specs would be submitted to programmers for custom quote)*	$52.50

3.	Super Data Access (Check Detail & Cumulative Data Download)	$17.85 per 100 jurors
4.	iPaystatements	$ .17/pay/payroll
5.	Overnight Processing	$5.00 per 100 jurors
6.	Documax (CD-Rom Output) (CD-Rom output of all reporting & history for archival and storage. ADOBE Acrobat format for easy viewing & e-mailing reports.)	$21.00
7.	ADP Delivery NOTE: If a juror payroll is an additional control and the jury payroll is delivered at the same time as the employee payroll, the delivery fee will be reduced to $2.60	$8.95

NOTE: If the Juror Payroll is an Additional Control a 25% discount will be offered for all discountable items.

III. PAYROLL PROCESSING FEES PER MONTH

A.	Report Writer (Ad-Hoc Report Writer)	$52.50
B.	Worker's Compensation Reporting ADP calculates worker's comp wages, by code, by state, and any experience modifier to give you exact W.C. liability)	$42.00

IV. YEAR END SERVICES

A.	W-2 Earnings Statements (Includes Magnetic Tape Filing & W-3 Transmittal)	$4.50/W-2 ($75.00 minimum)
B.	W-2s on CDROM	$52.50 +.26/W-2

V. ONE-TIME FEES:

A.	Implementation Fees	15.75% of Annual Outsourced Payroll Fees
B.	One-Time License Fees	N/A
C.	Network Installations Fees (If applicable)	N/A
D.	On-Site Consulting Services	$1350.00/day

Any additional custom needs can and will be analyzed and quoted as they are identified by ADP staff.

End of PayExpert (Internet Payroll) Pricing

Exhibit E – Contractor's Pricing List Revision 4
Outsourced Human Resource Management Solutions for
PC Payroll for Windows
For
Courts of California

I. HR PROFILE

A. ONGOING MONTHLY FEES

Base Charge	$220.50
+ Per Employee Processing	+ $ .34/employee

B. ONE-TIME FEES:

1. Implementation Fees — $1000.00 or $2500.00 depending on service level

$1000.00 Service Level Includes:
1-2 Virtual Support Sessions to achieve the following:
Set Up of Validation Tables, Benefit Plans, Assign User Security, Explore Several Features and Reports

$2500.00 Service Level Includes:
2-4 Virtual Support Sessions to achieve the following:
Determine your HR Needs, Set Implementation Priorities, Review how you currently Track HR Data, Set Up of Validation Tables, Benefit Plans, Assign User Security, Explore Several Features and Reports, Import your Data into HR Profile, Verify the Accuracy of the Imports. Note: After you export data from your current system, you'll create and import file based on a sample provided by ADP. Before this session, your implementation consultant will test the file to determine if it needs any changes.

2. **Additional Consulting Services** — **$1050.00/day**

3. One-Time License Fees
N/C if on same PC as PC Payroll for Windows, otherwise $500.00/workstation

Any additional custom needs can and will be analyzed and quoted as they are identified by ADP staff.

II. HR PERSPECTIVE

A. ONGOING MONTHLY FEES

Base Charge	$3.62/employee
+ Per Employee Processing	($630.00minimum)
FEES INCLUDE HR PERSPECTIVE SELF SERVICE (ESS/MSS)	

B. ONE-TIME FEES:

1. Core HR/Perspective Implementation Fees — $13,500

(Includes both on site and offsite consulting days to accomplish core implementation. The definition of a core implementation involves populating the HR database with your active employees' current address, employment, job/position, salary and benefit information. You are responsible for reviewing and verifying the data before going live on the system. Once the system is live the client has an HR system with basic HR data interfacing with the ADP PC Payroll system. With the current implementation model, client will receive no less than 2 and no more than 4 on site visits.)

2. Core HR/Perspective Self Service Implementation Fees $11,200

(Includes both on site and offsite consulting days to accomplish core implementation deliverables. The Self Service implementation includes the set up and configuration of the About Me, Benefits, Company and My Team Modules. It also includes the necessary authorization and notification processes. Training for the Self Service administrators on maintaining the system is also provided. Note: The information available in each of the Self Service Modules is dependent on data within HR/Perspective. With the current implementation model, client will receive no less than 2 and no more than 4 on site visits.)

3. Additional Consulting Services $1350.00/day
or $168.75/hour with 4 hour minimum

Commonly requested additional HR/Perspective consulting include:
Additional HR Data Imports
Historical Data Imports
Custom Queries and Reporting
Interfaces to Other Systems (Imports and Exports)
Additional System Security
Time Off Management
Appraisals and Development
Training and Education
Skills, licenses, memberships
Disciplinary action
Recruitment
HR/Perspective Custom forms and tables
Interface with ADP Time and Labor Management systems

Commonly requested additional HR/Perspective Self Service consulting include:
Career module with Recruitment
Custom work flows for Appraisals in the My Team module
Custom time-off requests in the About Me module
Custom training and education requests and workflows in the Career and My Team Modules

4. One-Time License Fees
HR Perspective $625.00/workstation
HR Perspective Self Service Database Charge $367.50

$1,500.00/day add'l installation fee if installed separately from PC Payroll for Windows

5. Network Installations Fees (If applicable)
LAN Installation $1500.00/day
Citrix Installation $3000.00/day
Virtual Installations $750.00/day

6. Training Fees Included for up to 12 person days of training

7. Additional Training Days $472.50/day

8. Custom Query Building (Report Writing) $157.50/hour

Any additional custom needs can and will be analyzed and quoted as they are identified by ADP staff.

End of Outsourced Human Resource Management Solutions for PC Payroll for Windows Pricing

Exhibit E – Contractor's Pricing List Revision 4
Outsourced Human Resource Management Solutions for PayExpert (Internet Payroll)
For
Courts of California

I. HR EXPERT

A. ONGOING MONTHLY FEES

Per Employee Processing	$ 1.05/employee

B. ONE-TIME FEES:

1.	Implementation Fees	Included
2.	One-Time License Fees	N/A

Any additional custom needs can and will be analyzed and quoted as they are identified by ADP staff.

II. SELF SERVICE EXPERT

A. ONGOING MONTHLY FEES

Per Employee Processing	$ .26/employee

B. ONE-TIME FEES:

1.	Implementation Fees	Included
2.	One-Time License Fees	N/A

Any additional custom needs can and will be analyzed and quoted as they are identified by ADP staff.

End of Outsourced Human Resource Management Solutions for PayExpert (Internet Payroll) Pricing

Outsourced Company Portal Solutions for PCPayroll for Windows OR PayExpert (Internet Payroll) For Courts of California

A.	ONGOING PER PROCESSING FEES	$1.00/pay/pay period ($100.00 minimum)
B.	ONE-TIME FEES:	
1.	Implementation Fees	$1000.00

Exhibit E – Contractor's Pricing List Revision 4
Outsourced Time and Attendance Solutions for
PCPayroll for Windows
OR
PayExpert (Internet Payroll)
For
Courts of California

I. eTIME

A. eTIME Software
ONGOING MONTHLY FEES

Per Employee Processing Minimum Monthly Fee Regardless of Number of Employees = $225.00	$ 2.25/employee

ONE-TIME FEES:

1.	Implementation Fees	$3150.00/single user
	or	
		$4200.00/multi-user
2.	One-Time License Fees	Included
3.	Training Fees	Included

Any additional custom needs can and will be analyzed and quoted as they are identified by ADP staff.

B. CLOCK OPTIONS
ONGOING MONTHLY FEES

BASIC CLOCK(S)	$86.10-$118.65/clock
FULL CLOCK(S)	$118.65-$162.75/clock
ALPHANUMERIC – FULL	$143.85-$175.35/clock
FULL HANDPUNCH CLOCK(S)	$150.15-$192.15/clock

ONE-TIME FEES:

1.	Implementation Fees	$367.50/clock

Any additional custom needs can and will be analyzed and quoted as they are identified by ADP staff.

II. EZ LABOR MANAGER (up to 1000 employees only) – Web-based Time and Attendance solution

C. ONGOING MONTHLY FEES

Up to 1000 employees	$ 3.78/employee ($189.00 minimum)
Minimum Monthly Fee Regardless of Number of Employees = $189.00	
This includes web-based timesheets	
For Added Accruals Module	$.26/employee ($15.75 minimum)

D. ONE-TIME FEES:

Implementation Fees	
Up to 99 employees	$525.00
For Added Accruals Module	$105.00
100-250 employees	$2100.000
For Added Accruals Module	$525.00
251-999 employees	$5250.000
For Added Accruals Module	$1050.00

C. CLOCK OPTIONS
ONGOING MONTHLY FEES

BASIC CLOCK(S)	$86.10-$118.65/clock
FULL CLOCK(S)	$118.65-$162.75/clock
ALPHANUMERIC – FULL	$143.85-$175.35/clock
FULL HANDPUNCH CLOCK(S)	$150.15-$192.15/clock

ONE-TIME FEES:

1.	Implementation Fees	$367.50/clock

Any additional custom needs can and will be analyzed and quoted as they are identified by ADP staff.

III. ENTERPRISE ETIME SOFTWARE

A. ONGOING MONTHLY FEES
Includes licensing for 1 manager for every 10 employees, includes virtual training for up to 2 administrators

Per Employee Processing	$ 4.15/employee
Minimum Monthly Fee Regardless of Number of Employees = $840.00	
Per Employee Process with Added Accruals Module	$ 4.67/employee
Minimum Monthly Fee Regardless of Number of Employees = $945.00	

Includes virtual training for up to 2 administrators

B. ONE-TIME FEES:

1.	Implementation Fees	$12,600.00
2.	Accruals Module Added Implementation Fees	$3,150.00
3.	On-Site Training (for up to 6 participants)	$5,250.00

4.	Additional Virtual Training (for up to 6 participants)	$1,050.00
5.	Additional Manager Licenses (if needed)	$1,050.00 for every 10 mgrs

C. CLOCK OPTIONS
ONGOING MONTHLY FEES

BASIC CLOCK(S)	$86.10-$118.65/clock
FULL CLOCK(S)	$118.65-$162.75/clock
ALPHANUMERIC – FULL	$143.85-$175.35/clock
FULL HANDPUNCH CLOCK(S)	$150.15-$192.15/clock
4500 CLOCK(S)	$172.20-$193.20/clock
4500 ALPHANUMERIC CLOCK(S)	$184.80-$205.80/clock
4500 PROXIMITY CLOCK(S)	$207.90-$228.90/clock
4500 ALPHANUMERIC PROXIMITY CLOCK(S)	$220.50-$241.50/clock

ONE-TIME FEES:

1.	Implementation Fees	$367.50/clock

Any additional custom needs can and will be analyzed and quoted as they are identified by ADP staff.

End of Outsourced Time and Attendance Solutions for PCPayroll for Windows
OR
PayExpert (Internet Payroll) Pricing

ADP's Software Applications
For
Courts of California

I. HOSTING SERVICES

Includes VPN connectivity – ADP provides Cisco router. Client must have broadband connection to Internet and network infrastructure in which the router will be installed.
OR
SecureIDConnectivity – ADP provides SecureID Key Fobs for the first 5 users.

A.	PCPAYROLL FOR WINDOWS (with or without HR/Profile or HR/Perspective)	
	1. ONGOING MONTHLY FEES	$945.00
	2. ONE-TIME FEES	
	a. Implementation	$1575.00
	b. Database Migration	$1575.00
	(for current clients migrating to a hosting solution)	
B.	ENTERPRISE eTIME	
	1. ONGOING MONTHLY FEES	$945.00
	2. ONE-TIME FEES	
	a. Implementation	$3,675.00

Additional Fees will apply for other connectivity options including:	
Frame Relay (includes ISDN back-up instead of VPN or Secure Ids)	
PCPW (with or without HR/Profile), PCPW & HR Perspective	$1155.00/month
Enterprise eTime	$1732.50/month
ISDN Back Up	$173.25/month
Additional Secure ID Key Fobs (if more than 5 Key Fobs are needed)	$17.33/ID/month

C. eTIME (hosted by ADP Partner Wizmo)
Quote to be given to ADP by Wizmo based on Configuration needed

Any additional custom needs can and will be analyzed and quoted as they are identified by ADP staff.

End of Outsourced Hosting Services for ADP's Software Application Pricing

Exhibit E – Contractor's Pricing List Revision 4
Outsourced Benefits/Compliance Administration Solutions
For
Courts of California

I. COBRA Administration Services

A. ONGOING MONTHLY FEES

Varies Based on Number of Benefit EligibleEmployees	
1-99 employees	$ 131.25/month
100-499 employees	$ 1.31/employee/month
500-999 employees	$ .89/employee/month

B. ONE-TIME FEES:

1.	Implementation Fees (Includes 20 plans and 1 reporting location)	$525.00
2.	Initial Notification of COBRA Rights to Current Participants (Optional)	$4.46/current participants
3.	Additional COBRA plans (greater than 20)	$31.50/additional plan
4.	Additional Reporting Locations	$31.50/additional location

C. OPTIONAL SERVICES MONTHLY FEES:

1.	Direct Bill Participants Management of premium billing and collection for retirees, leave of absences and non-COBRA severance coverage.	$5.80/participant

Any additional custom needs can and will be analyzed and quoted as they are identified by ADP staff.

II. Flexible Spending Account (FSA) Administration

A. ONGOING MONTHLY FEES

Health and Dependent Care	$ 6.30/participant/month w/ Stored Value Cards $ 5.78/participant/month w/o Stored Value Cards ($168.00/month minimum)
Commuter Benefit Services	$ 6.30/participant/month w/ Stored Value Cards $ 5.78/participant/month w/o Stored Value Cards ($168.00/month minimum)

B. ONE-TIME FEES:

Health and Dependent Care

1.	Implementation	$1050.00
2.	Annual Renewal	$525.00/year after 1st year

2.	Stored Value Cards	$1.75/card

Commuter Benefit Services

1.	Implementation	$1050.00
2.	Stored Value Cards	$1.75/card

Any additional custom needs can and will be analyzed and quoted as they are identified by ADP staff.

III. BENEFITS EXPERT (Benefits Administration Module)

A. ONGOING MONTHLY FEES
PRICING INCLUDES HR PROFILE or HRExpert

Varies Based on Number of Benefit EligibleEmployees
Minimum Monthly Fee Regardless of Number of Benefit Eligible Employees = $630.00

1-249 employees	$ 6 .30/employee
250-500 employees	$ 5.78/employee
500-1000 employees	$ 5.25/employee

B. ONE-TIME FEES:

1. Implementation Fees
Includes 2 Carrier Connections

1-249 employees	$4725.00
250-500 employees	$7875.00
500-1000 employees	$11,025.00

2.	Electronic Carrier Feeds	$2100.00 each

Any additional custom needs can and will be analyzed and quoted as they are identified by ADP staff.

IV. 401k Administration and 529 College Savings Plans

Pricing TBD by ADP Licensed Retirement Specialist

V. Benefit Options - Voluntary Benefits (AD&D, Life, etc.) Administration

Pricing TBD by ADP Partner, Worksite Solutions, a division of AON, Representative

End of Outsourced Benefits/Compliance Administration Solutions Pricing

Exhibit E – Contractor's Pricing List Revision 4
Outsourced Court Specific Payroll, Human Resource and Reporting Needs
For
Courts of California

1. Optional Management Reports

A. ONGOING PER PROCESSING FEES $25.00

B. ONE-TIME FEES:

1. Implementation Fees $250.00

These are for reports required in addition to the standard reports that ADP provides listed in Exhibit E under the Base Charge sections for Outsourced Payroll Services. These reports are reports that are not standard reports but are additional reports that do not require ADP's custom programmer to write. e.g. Deduction Report, PTO/Vacation/Sick Report, Simple Calculation Report

2. Custom Report Programming

A. ONGOING PER PROCESSING FEES $105.00

B. ONE-TIME FEES:

1. Implementation Fees TBD upon review of specs
Billing Rate of
$131.25/hour
$1,250.00/minimum

These are for reports required in addition to the standard reports that ADP provides listed in Exhibit E under the Base Charge sections for Outsourced Payroll Services. These reports are reports that are not standard reports but are additional reports that do require ADP's custom programmer to write. e.g. Reports with complex sorting options, Reports with totaling by multiple fields/multiple levels, Reports with calculations that require more than 3 levels of computation, PTO/Vacation/Sick Report, Reports that required complex job allocation.

3. CARS G/L

A. ONGOING PER PROCESSING FEES $105.00

B. ONE-TIME FEES:

1. Implementation Fees $3150.00

4. Custom Labor Distribution

A. ONGOING PER PROCESSING FEES $21.00

B. ONE-TIME FEES:

1. Implementation Fees TBD upon review of specs
Billing Rate of
$131.25/hour
$1,050.00/minimum

5. **PERS Reporting**
   A. ONGOING PER PROCESSING FEES — $21.00

   B. ONE-TIME FEES:

      2. Implementation Fees — $210.00

6. **iReports (on-line access to Management Reports)**

   A. ONGOING PER PROCESSING FEES — $.05/pay/pay period

   A. ONE-TIME FEES:

      1. Implementation Fees — $250.00

7. **1937 Retirement Act Calculations and Reporting**
   A. ONGOING PER PROCESSING FEES
   Due to the complex and unique nature of this, specs will be analyzed and quotes given on a court by court basis.

   B. ONE-TIME FEES:
   Due to the complex and unique nature of this, specs will be analyzed and quotes given on a court by court basis.

8. **CPA Tax Filing Assistance for Courts with two EDD Numbers**
   A. ONGOING FEES — $420.00/Quarter + $420.00/Annual
   (Includes preparation of EDD tax return documents which will be returned to Court for signature and filing. Court is still responsible for making required state tax deposits.)

   B. ONE-TIME FEES: — NONE

9. **Custom Programs to Suppress Direct Deposit Bank Account # on Pay Stubs**
   A. ONE-TIME FEES:

      1. Implementation Fees — $1,050.00

10. **IDI Interface Feeding Benefit Accrual Data from Payroll into EZ Labor Manager or eTime**
    A. ONGOING PER PROCESSING FEES — No Charge

    B. ONE-TIME FEES:

       1. Implementation Fees — $1312.50

11. **Custom Reportsmith Report Programming**
    A. ONGOING PER PROCESSING FEES — No Charge

    B. ONE-TIME FEES:

       1. Implementation Fees — $105/hour

12. **Schedule 7A Reporting Assistance (Only Available for Courts on HR/Perspective)**
    A. ONGOING PER PROCESSING FEES — No Charge

B. ONE-TIME FEES:

1. Implementation Fees — $157.50/hour
Includes both consulting services and custom query building
Estimated $5,000-$15,000

13. Additional Company Codes

A. ONGOING PER PROCESSING FEES — 25% Discount of "Book" Exhibit E Pricing

B. ONE-TIME FEES:

1. Implementation Fees — $250.00 (for copies of existing payroll code with no changes)
Otherwise, 15% of Annual Outsourced Payroll Fees

14. Software Version Upgrades

A. Client Install — No Charge

B. ADP Virtual Installation — $750.00/day C.
ADP On Site Installation — $1500.00/day

ote: Database upgrades from Centura SQL to Oracle require ADP Installation - either virtual or on site

D. ADP Consulting Services (if desired) — $1350.00/day

End of Pricing for Outsourced Court Specific Payroll, Human Resource and Reporting Needs

Exhibit E – Contractor's Pricing List Revision 4
Price Discounts and Implementation
For
Courts of California

I. A discount program will be offered to all Courts processing with ADP under this Agreement. The discount schedule is as follows:

Table A:

Total number of pays	Discount Note 1
1 - 3999	10.0%
4000 - 9999	15.0%
10,000+	20.0%

II. The discount will be reviewed by ADP twice per calendar year. The schedule for reviewing the discount is as follows:

Table B:

Review date	Effective date of discount
March 1	April 1
September 1	October 1

III. When a Court starts processing with ADP, it will receive the discount that is in effect for all other courts already processing with ADP.

Note 1:
The discount will be applied as a bottom-line discount. That is, the discount will be applied against all discountable processing fees . A list of non-discountable processing fees follow:

Non-Discountable Items:
All One Time Fees
FSDD/ADPCheck/Totalpay/Totalpay Card
Delivery (ADP or non ADP Delivery)
Year End W-2s, 1099s, & 1099Rs
ADP 529
ADP POP
Online Application/Job Fit Assessment
Any Supplies
San Dimas Fees
Wizmo Fees

Exhibit E – Contractor's Pricing List Revision 4
Complimentary Services
For
Courts of California

I. Contractor shall provide two (2) complimentary American Payroll Association ("APA") memberships for the AOC and each Client subscribing to the Services provided under this Agreement.

II. Contractor shall provide a complimentary Information Resource Exchange HR Help Desk and HR Resource Library subscription to the AOC and each Client subscribing to the Services provided under this Agreement.

III. Contractor shall provide one (1) complimentary year end seminar to each Client subscribing to the Services provided under this Agreement.

IV. Contractor shall provide the following complimentary training for up to 2 attendees:
PCPayroll for Windows
Reportsmith
Payexpert
Reportwriter
HR Profile
HR Expert
EZ Labor Manager
ETime
Benefit Accruals
iPay CD
Introduction to Virtual Training
Benefits Expert
Enterprise ETime for Administrators

End of Complimentary Services

END OF EXHIBIT E