



SECOND AMENDMENT
TO
GLOBAL MASTER SERVICES AGREEMENT
BETWEEN
ADP, LLC
AND
CITY OF TACOMA

This Second Amendment (the "Second Amendment"), made as of _____, _____ ("Second Amendment Effective Date") between ADP, LLC ("ADP") and City Of Tacoma ("Client") contains changes, modifications, revisions and additions to the terms and conditions of the Global Master Services Agreement dated January 11, 2016 (the "Agreement"), between Client and ADP.

Now, therefore, in consideration of the mutual covenants contained in the Agreement and herein, and for other good and valuable consideration, ADP and Client hereby agree as follows:

- 1. Term.** Section 12.1 of the Agreement is hereby amended as follows:

ADP and Client agree to extend the Renewal Term of the Agreement to March 31, 2020 and Client will pay to ADP the Ongoing Service Fees and other charges for the Services as set forth in Appendix 1.

- 2. Effect of Second Amendment.** This Second Amendment may be executed in multiple original copies, identically worded, and each such executed copy constitutes an original. Facsimile signatures, electronic signatures in connection with the electronic signature delivery system utilized by ADP and signatures transferred in .pdf or a similar format for scanned copies of documents are original signatures for all purposes of this Second Amendment and the Agreement. All other terms and conditions of the Agreement shall remain in full force and effect. In the event of any conflict between the terms and conditions of this Second Amendment and the terms and conditions of the Agreement, this Second Amendment shall prevail. The terms defined in the Agreement and used in this Second Amendment shall have the same respective meanings as set forth in the Agreement, unless clearly otherwise defined in this Second Amendment.

[Signatures on following page]

2097401-06-1-2



IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to be duly executed by its authorized representatives as set out below, to become effective on the Second Amendment Effective Date.

ADP, LLC

CITY OF TACOMA

By: _____

By: _____

Name: _____

Name: Elizabeth Pauli

Title: _____

Title: City Manager

Date: _____

Date: _____

By: _____
Gary Buchanan, Human Resources Dir.

By: _____
Martha Lantz, Assistant City Attorney

By: _____
Andrew Cherullo, Finance Director

By: _____
Dorus Sorum, City Clerk

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