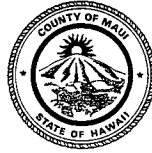


DANNY A. MATEO  
County Clerk



JOSIAH K. NISHITA  
Deputy County Clerk

**OFFICE OF THE COUNTY CLERK**  
COUNTY OF MAUI  
200 SOUTH HIGH STREET  
WAILUKU, MAUI, HAWAII 96793  
[www.mauicounty.gov/county/clerk](http://www.mauicounty.gov/county/clerk)

September 7, 2018

RECEIVED  
2018 SEP -7 PM 3:55  
OFFICE OF THE  
COUNTY COUNCIL

Honorable Riki Hokama, Chair  
Budget and Finance Committee  
Council of the County of Maui  
Wailuku, Hawaii 96793

Dear Chair Hokama:

By letter dated August 10, 2018 (County Communication No. 18-292), the Director of Finance transmitted 152 contracts/grants for filing with the County Clerk.

At the September 7, 2018 Council meeting, the foregoing communication was filed; however, Contract No. C5869-2 was referred to your Committee at your request. Transmitted is a copy of the contract.

Respectfully,

A handwritten signature in black ink, appearing to read "Danny A. Mateo", is written over the word "Respectfully,".

DANNY A. MATEO  
County Clerk

/jym

Enclosures

cc: Director of Council Services

**AMENDMENT TO CONTRACT CERTIFICATION**

I, **MARK R. WALKER**, Director of Finance of the County of Maui, State of Hawaii, do certify that there is available appropriation or balance of an appropriation over and above all outstanding contracts, sufficient to cover the amount required by the foregoing contract, i.e.

<u>Appropriation</u> <u>Index</u>	<u>Title</u>	<u>Amount Required</u>
<u>907022B ✓</u>	<u>ACCOUNTS DIVISION FINANACE</u>	<u>(6132) \$180,000.00</u>


Contract No. C 5869 ADP, LLC

Amendment No. 2 Dated:

Dated this 26 day of JULY 2018

Extension of Contract to: December 31, 2018


Original Amount	\$ 237,080.94
Prior Amends/CO	\$ 601,000.00
This Amendment	\$ 180,000.00
Total contract	<u>\$ 1,018,080.94</u>

  
\_\_\_\_\_  
MARK R. WALKER  
Director of Finance

Payroll Processing Services for FIN  
Sole Source #16-15  
ORDINANCE #4861 (FY2019)

FY 2019

jh

*ang 7/26* 

*7/31*

**AMENDMENT NO. 2 TO CONTRACT NO. C5869**

Department: Finance – Accounts Division

Project Title: Payroll Processing Services

Sole Source No: 16-15

Additional Certification Requested from County: \$180,000.00

This AMENDMENT NO. 2 TO CONTRACT is made and entered into by and between the COUNTY OF MAUI, a political subdivision of the State of Hawaii, whose business address is 200 South High Street, Wailuku, Maui, Hawaii 96793, hereinafter referred to as the "County", and ADP, LLC, a Delaware limited liability company, whose mailing address is 1 ADP Boulevard, Roseland, New Jersey 07068, hereinafter referred to as the "Contractor". County and Contractor shall hereinafter be referred to collectively as the "Parties".

Source of Funds. The source(s) and availability of the funds for this Contract shall be as set forth in the Contract Certification signed by the Director of Finance of the County of Maui on or before the effective date of this Contract. Contract Certification shall be on file in the office of the Director of Finance of the County of Maui.

**RECITALS:**

1. WHEREAS, the County and the Contractor entered into the following Contract and Amendment(s), if any, with certified availability of funds in the amount indicated and time of performance as indicated:

**AMENDMENT NO. 2 TO CONTRACT NO. C5869**

<b>CONTRACT OR AMENDMENT NO.</b>	<b>DATE</b>	<b>ADDITIONAL CERTIFIED AMOUNT</b>	<b>TOTAL CERTIFIED AMOUNT</b>	<b>TIME OF PERFORMANCE/EXTENSION</b>	<b>RENEWAL OPTION FOR MULTI TERM CONTRACT</b>
C5869	01/08/2016	NOT APPLICABLE	\$237,080.94	Notice to Proceed through June 30, 2018	One Additional Two-Year Term
Amend 1	12/08/2016	\$300,500.00	\$537,580.94	SAME AS ABOVE	SAME AS ABOVE

2. WHEREAS, the Contract and any Amendment(s) thereto listed above shall be hereafter collectively referred to as "Contract"; and

3. WHEREAS, the Contract is on file with the Director of Finance; and

4. WHEREAS, the Parties now desire to amend the Contract.

NOW, THEREFORE, the Parties mutually agree to amend the Contract as follows:

1. Section 2., Time of Performance, is amended to read as follows:

2. Time of Performance. The Contractor shall commence performance under this Contract upon issuance of the Notice to Proceed, and shall continue performance through December 31, 2018, unless sooner completed, terminated, or extended in compliance with the terms of this Contract. Beginning January 1, 2019, this Contract shall be month-to-month through June 30, 2020, at the same terms and conditions. The County may terminate the Contract with 90 days' written notice in its sole discretion.

2. The total not-to-exceed amount as stated in the Contract is hereby increased by the amount of additional certification requested as set forth hereinabove, subject to appropriation and inclusive of all taxes. The fee or compensation schedule as set forth in the Amended Proposal is hereby added to the Compensation provision of the

**AMENDMENT NO. 2 TO CONTRACT NO. C5869**

Contract. A copy of said document is maintained and on file in the office of the Director of Finance of the County of Maui and incorporated herein by reference and hereby made a part of the Contract.

3. Contractor's "Pricing Appendix, Service and Fee Schedule," attached hereto as Exhibit "1" and incorporated herein, is effective July 1, 2018.

The entire Contract, as amended herein, shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties execute this Amendment by their signatures, on the dates below, to be effective as of the date of last signature hereto.

**[EXECUTION PAGES TO FOLLOW]**

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

AMENDMENT NO. 2 TO CONTRACT NO. C5869

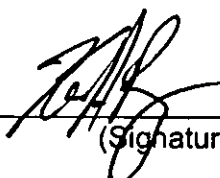
CONTRACTOR EXECUTION PAGE

I hereby represent and warrant that I have the legal right and authority to execute this Contract on behalf of the Contractor.

CONTRACTOR:

ADP, LLC



By   
(Signature)

Kareem A. Rogers  
(Print Name)

Its Senior Vice President, Operations  
(Title)

Date 07.05.2018

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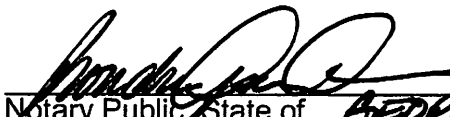
AMENDMENT NO. 2 TO CONTRACT NO. C5869

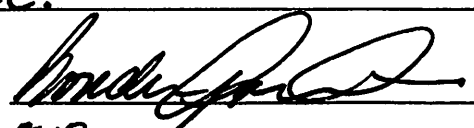
STATE OF Georgia  
County of Fulton } SS.

On this 5th day of July, 2018, before me personally appeared Kareem A. Rogers, to me personally known, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable, in the capacity shown, having been duly authorized to execute such instrument in such capacity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

RONDA GARDNER  
NOTARY PUBLIC  
FULTON COUNTY, GEORGIA  
MY COMM. EXPIRES 08/18/18

  
Notary Public, State of Georgia  
Print Name: Ronda Gardner  
My commission expires: 08-18-2018

NOTARY PUBLIC CERTIFICATION	
Doc. Date: _____	# Pages: <u>10</u>
Notary Name: <u>Ronda Gardner</u>	Judicial Circuit: _____
Doc. Description: <u>AMENDMENT NO. 2 to CONTRACT NO. C5869 BETWEEN THE COUNTY OF MAUI AND ADP, LLC.</u>	
Notary Signature: 	
Date: <u>07.05.2018</u>	

AMENDMENT NO. 2 TO CONTRACT NO. C5869

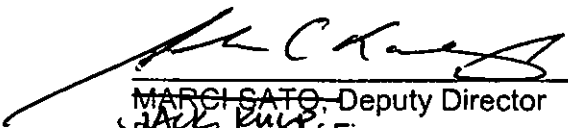
COUNTY EXECUTION PAGE

COUNTY OF MAUI

By   
MARK R. WALKER  
Its Director of Finance


Date JUL 31 2018

REVIEWED AND APPROVED:

  
MARCI SATO, Deputy Director  
Department of Finance

Date \_\_\_\_\_

APPROVED AS TO FORM  
AND LEGALITY:

  
RICHELLE M. THOMSON  
Deputy Corporation Counsel  
County of Maui

Date 7/17/18

LF2015-5011  
2018-05-30 Amd 2

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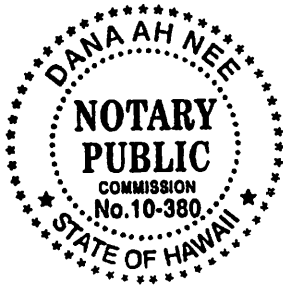


AMENDMENT NO. 2 TO CONTRACT NO. C5869

STATE OF HAWAII )  
COUNTY OF MAUI ) SS.

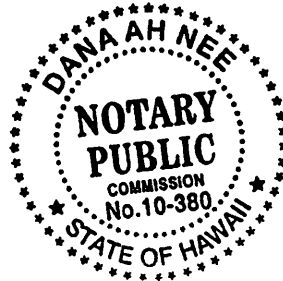
On this 31<sup>st</sup> day of July, 2018, before me appeared MARK R. WALKER, to me personally known, who being by me duly sworn, did say that he is the Director of Finance of the County of Maui, a political subdivision of the State of Hawaii, and that the seal affixed to the foregoing instrument is the lawful seal of the said County of Maui, and that the said instrument was signed and sealed on behalf of said County of Maui pursuant to Section 9-18 of the Charter of the County of Maui; and the said MARK R. WALKER acknowledged the said instrument to be the free act and deed of said County of Maui.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Dana Ah Nee  
Notary Public, State of Hawaii  
Print Name: DANA AH NEE  
My commission expires: NOV 14 2018

NOTARY PUBLIC CERTIFICATION			
Doc. Date:	<u>JUL 31 2018</u>	# Pages:	<u>10</u>
Notary Name:	<u>DANA AH NEE</u>	Judicial Circuit:	<u>2nd</u>
Doc. Description:	<u>Amendment No. 2 to</u> <u>Contract no. C5869</u>		
Notary Signature:	<u>Dana Ah Nee</u>		
Date:	<u>JUL 31 2018</u>		



**PRICING APPENDIX  
SERVICE AND FEE SCHEDULE**

**SECTION 1 THE CLIENT GROUP.**

County of Maui

**SECTION 2 ADDRESS OF ADP FOR NOTICES.**

ADP, LLC  
4125 Hopyard Road  
Pleasanton, CA 94588  
Attention: General Manager

**SECTION 3 TERMINATION DATE.**

The Termination Date is set forth in Section 2 of the Agreement.

**SECTION 4 FEE EFFECTIVENESS; FEE CHANGES.**

The fees set forth in the Pricing Appendix will remain fixed June 30, 2019. Thereafter, ADP may modify the fees upon 30 days' prior written notice to Client.

**SECTION 5 FEES.**

**5.1 Ongoing Services Fee.**

The fees for Ongoing Services (the "Ongoing Services Fees") are set forth in the table below.

Ongoing Services Fees	Units Assumed	Rate	Frequency	Based on
HR/Payroll Services	2,668			
Y/E Info. Tax Reporting, W-2s, 1099Rs	3,185	\$3.93	form	Includes W-2's, Earnings Summary Statements, Year-end W&T Reports on paper & CD, W2 Preview CD with W&T
<b>CORE APPLICATION</b>				
PayForce	2,667	\$1.76	pay	Includes Pays, CD W-2/1099 Reports, Labor Distribution
<b>HOSTING</b>				
PayForce Hosting		\$0.00	Included in per pay	
<b>ADP WAGE PAYMENTS SERVICES</b>				
Full Service Direct Deposit (FSDD)		\$0.00	transaction	
ADP iPayStatements		\$0.00	Included in per pay	
iReports		\$0.00	Included in per pay	
<b>REPORTING AND COMMUNICATION</b>				
ADP Connection for PayForce		\$525.00	Per month	
ADP Connection Server - GL	2,667	\$0.08	pay	
New Hire Reporting Service	528	\$1.75	Included in per pay	
CD Wage & Tax Register CD (quarterly)		\$0.00	no charge	
CD Payroll Reports CD		\$0.00	no charge	

Ongoing Services Fees	Units Assumed	Rate	Frequency	Based on
Reconciliation Listing		\$22.00	Per processing	
<b>WAGE GARNISHMENTS</b>				
Wage Garnishments Processing Service (WGPS) - Payments	152	\$1.75	payment	
Wage Garnishments Processing Service (WGPS) - Service	2,667	\$0.06	pay	
<b>EMPLOYMENT TAX SERVICES</b>				
Employment Tax Services	2,667	\$0.10	pay	
State/Local Fees	1	\$9.00	jurisdiction	First state and local jurisdiction per company code included at no charge
MF DATA EXCHANGE	9,714	\$0.00	no charge	
PAY DATA EXCHANGE	18,623	\$0.00	no charge	
Time & Attendance Services	3,530			
<b>CORE APPLICATION</b>				
ADP Enterprise eTIME	2,585	\$1.23	ee/month	\$1,662.40 minimum fee
<b>ADD-ON FEATURES</b>				
ADP Enterprise eTIME Web	1,537	\$1.23	ee/month	
ADP Enterprise eTIME Accrual	2,464	\$0.34	ee/month	
ADP Enterprise eTIME Manager	330	\$4.46	mgr	Per additional manager above first 258
<b>HOSTING</b>				
Hosting Services	1	\$3874.81	month	

To the extent that Client is receiving components of the Services or features not listed in this Pricing Appendix, then Client shall pay to ADP the rates currently charged by ADP for such components of the Services or features.

**5.2 Miscellaneous Rate Card Items (If applicable).**

The fees for Miscellaneous Services (the "Miscellaneous Services Fees") are set forth in the table below. The Miscellaneous Services Fees are based on the scope of work and will be charged at the prevailing rates on a monthly basis as they occur after the Services commence.

Category	Item Description	Units Included in Fee	Rate per Unit (or ADP Prevailing Rate)	Frequency	Based on
<b>RATE CARD</b>					
<b>Payroll Processing</b>					
Pays/ Distribution	ADP Check Early Check Cashing Fee	0	\$35.00	Per transaction	
	Direct Mail Services	0	First Class Postage plus \$0.10	Per item	- Per item mailed
	Management Reports	0	\$30/ regular processing \$80/ quarterly or annual	Per processing	
	Adjustment Payrolls	0	\$75 plus	Per processing	- \$75 per processing plus Client's per pay rate for each pay adjustment
	Wire Fees, Voids, Stop Payments, recalls and reversals	0	\$12.00	Per wire	Applies to - Reverse wire - Direct wire
Other	Client Service/Support, and Hosting Contacts	5	\$260.00	Monthly	- Per contact per month
<b>Year End Services</b>					
Year End	W-2 Reissue	0	\$8.50	Per form	- \$500.00 annual maintenance

Services	CD ROM Output for Reports	0	\$150.00	Per CD produced	- Includes 0 CD(s)
<b>Hosting Services</b>					
Hosting	Additional Client Requested Databases - Temporary or Permanent	0	\$1,575.00	Monthly	- Per database per month (excluding the one (1) production instance included in base hosting fee)
<b>ADP Employment Tax Filing Services</b>					
State/Local Fees	Tax Jurisdictions in Applied For Status	0	\$50.00	Per occurrence	- Per state per month
	Tax Registration Services	0	\$150.00	Per transaction	
Amendments	Amended Return	0	\$105.00	Per occurrence	- Applies to all Federal, State, Local, SIT, SUI returns
SSN Changes	Social Security Number Change	0	\$55.00	Per occurrence	- Applies to SUI, State Recon, Local Recon
Exceptions	Exception Return	0	\$150.00	Per occurrence	Applies to: - Federal 941, 942, 944, 945, 1086, W-3C - FUTA, SIT and SUI - CA - NJ SIT/SUI - State Recon and State 1096 - Local, Local Recon and Local 1096
	Re-close Fee	0	\$50.00	Per occurrence	
<b>Time and Labor Management – Enterprise eTIME</b>					
Other	Client-designated support contacts	5	\$250.00	Per month per contact	- Includes 5 designated support contacts; \$250.00 per month per contact over those included

5.3 **Change Control Fees.** Fees for Change Control Items are incurred for analysis, development and delivery of changes to Services. Change control requests that, when completed, will cause ADP to vary from assumptions specified in the Pricing Appendix will result in an increase to Ongoing Service Fees.

The hourly rates for Change Control Items are as follows:

- \$175.00 per hour for Implementation Services or Ongoing Services

5.4 **Distribution Services.** ADP distribution services (such as mail and overnight delivery services provided to ADP by third parties in respect of the Services) are provided at ADP standard rates. Rates vary based on location, package weight, and courier selected. If Client directs ADP to use its own third party overnight delivery service account, then a \$3.00 handling charge per package shall apply.