



ORDER FORM 00475449.0 TO THE NASPO PARTICIPATING ADDENDUM DATED January 26, 2024, EXECUTED PURSUANT TO THE NATIONAL ASSOCIATION OF STATE PROCUREMENT OFFICERS CLOUD SOLUTIONS (NASPO) CONTRACT # AR2S07 LED BY THE STATE OF UTAH (COLLECTIVELY REFERRED TO AS THE "NASPO PA FOR HRI" AND/OR THE "AGREEMENT")

CHANGE ORDER 1

Customer Name	Utah Transit Authority
Workday Entity Name	Workday Inc. 6110 Stoneridge Mall Road Pleasanton, CA 94588
Agreement Effective Date	See Utah's NASPO Value Point Participating Addendum AR2507 (11/9/2022)
Order Form Effective Date	The later of the dates of the parties' signatures below
Order Term	October 28, 2024 through January 30, 2034
Currency	USD
Underlying Order Form(s)	432147, and if applicable, any related renewal Order Form(s) then in effect.
Total Subscription Fee	1,210,050
Less Credit for Unearned CCTPP Fees Charged Under OF #432147	(397,028)
Net Subscription Fee Due	813,022

Payment Schedule Table

Payment #	Payment Due Date	Payment Amount
1	Due in accordance with the MSA, invoiced upon Order Effective Date	87,817
2	Due on First anniversary of the Order Term start date	87,817
3	Due on Second anniversary of the Order Term start date	87,817
4	Due on Third anniversary of the Order Term start date	87,817
5	Due on Fourth anniversary of the Order Term start date	87,817
6	Due on Fifth anniversary of the Order Term start date	87,817
7	Due on Sixth anniversary of the Order Term start date	87,817
8	Due on Seventh anniversary of the Order Term start date	87,817
9	Due on Eighth anniversary of the Order Term start date	87,817
10	Due on Ninth anniversary of the Order Term start date	22,669
	Total Payment Amount	813,022

For the avoidance of doubt, the Payment Schedule Table will be used for invoicing purposes.

Subscription Fees Table, continued on the next page

Subscription Period	Date Range	Total Subscription Fee	CCTPP Credit	Net Subscription Fee
1	October 28, 2024 through January 30, 2025	30,591	(10,037)	20,554
2	January 31, 2025 through January 30, 2026	120,912	(39,671)	81,241
3	January 31, 2026 through January 30, 2027	123,331	(40,466)	82,865
4	January 31, 2027 through January 30, 2028	125,798	(41,275)	84,523
5	January 31, 2028 through January 30, 2029	128,314	(42,101)	86,213
6	January 31, 2029 through January 30, 2030	130,880	(42,943)	87,937
7	January 31, 2030 through January 30, 2031	133,497	(43,802)	89,695



8	January 31, 2031 through January 30, 2032	136,168	(44,678)	91,490
9	January 31, 2032 through January 30, 2033	138,891	(45,571)	93,320
10	January 31, 2033 through January 30, 2034	141,668	(46,484)	95,184
Total Subscription Fee		1,210,050	(397,028)	813,022

The Subscription Fees Table provides the Subscription Fees for each applicable Subscription Period. The Subscription Fee for Subscription Period 2 onwards includes a capped Innovation Index of 2.0% (as defined in the Underlying Order Form(s)). During the initial Term, any increases due to CPI (also defined in the Underlying Order Form(s)) are waived.

Subscription Rights Table

SKU	Service	Pricing Metric	Annual Subscription Rights
MSG	Messaging	Messages	Up to 100,000 outbound and inbound messages
USP	Payroll for United States	FSE*	United States-based employees only

*For Pricing Metric details see the Full-Service Equivalent (“FSE”) Count Table below.

Full-Service Equivalent (“FSE”) Count Table

FSE Population Category	Baseline FSE Count
United States-based employees	2,700

Customer agrees that the number of FSE Workers for all Payroll Services and any Workday payroll connector will always be equal to the total number of FSE Workers for HCM.

The fees shown herein reflect an upgrade rate based on the fact that Customer has previously licensed CCTPP for Employees that it will use Workday Payroll for. Customer agrees that it may use CCTPP for up to a total of 2,700 **FSE Workers** under Order Form #432147 (“OF#432147”) only until the date that Customer first begins using the Workday Payroll Service in Production. After the date of Customer’s first use of Workday Payroll Service in Production, Customer’s FSE Workers for CCTPP under OF#432147 will be automatically amended and reduced by the number of Employees for which Payroll is being licensed hereunder (the remaining FSE Workers number for CCTPP under OF#432147 will be 0).

1. Additional Metric Definition(s).

Additional Metric Definition Table

	Metric	Definition
MSG	Messages	Text messages sent or received by recipient.

2. Growth and Expansion.

Customer will report to subscriptions@workday.com as specified in the Underlying Order Form(s) for the metrics as provided below. Due to the Add-On Services shown in the Subscription Rights Table, the Expansion Rate(s) in the Underlying Order Form(s) are incrementally increased as provided below:

a. FSE Metric Reporting.

Reporting for Active FSE Worker Records is based on the additional FSE Workers which are defined as any Active FSE Worker records exceeding the Baseline FSE Count.

FSE Expansion Table

SKU	Annual FSE Expansion Rate
USP	49.48



b. Additional Metric Reporting based on total cumulative number.

Reporting for the following SKU(s) is based on the total cumulative number set forth in the Subscription Rights Table for the 12-month period preceding the Count Date. For avoidance of doubt, if the first year is a partial year, reporting is based on Customer’s full annual entitlement outlined in the Subscription Rights Table.

i. Additional Metric Expansion Table

SKU	Additional Metric Increase	Annual Expansion Rate for Additional Metric Increase
MSG	Each increment of 50,000 Additional Text Messages	4,000

Customer Contact Information

	Billing, In Care of <i>Responsible for payment processing and will receive invoicing and billing-related communications</i>	Customer Support <i>Main point of contact for Workday Support and will receive initial login credentials</i>
Contact Name	Kim Shanklin	Kim Shanklin
Street Address City/Town, State/Region/County, Zip/Post Code, Country	669 W. 200 S. Salt Lake City Utah UT 84101 United States	Salt Lake Utah 84119 United States
Phone/Fax #	802-387-2329	802-387-2329
Email (required)	kshanklin@rideuta.com	kshanklin@rideuta.com
Internal Reference or PO (optional)		
Tax Exempt? Yes / No		If yes, US Exemption Tax Certificate or FST/VAT Number

The Total Subscription Fee is based on the maximum indicated in the Subscription Rights table, and any use in excess of the maximums indicated will be subject to the terms in the Underlying Order Form(s), if applicable. Customer understands that the Base Subscription Fee for the Renewal Term of this Order Form is 95,186. These fees are incremental to the Base Subscription Fees in the associated Underlying Order Form(s).

This Order Form is only valid and binding when executed by both parties and is subject to the additional terms in the above-referenced MSA, the Underlying Order Form(s), or related renewal Order Form in effect, and any Addendums and Exhibits attached hereto. In the event of a conflict, the provisions of this Order Form take precedence over the MSA and its exhibits and attachments. Capitalized terms not defined herein shall have the same meaning as the Underlying Order Forms and MSA. An active HCM/FIN subscription is required for use of the Service applications listed herein. All purchase order forms, tax exemption certificates and FST/VAT/business registration, supplier setup requests, and invoice inquiries shall be submitted to Accounts.Receivable@workday.com.



IN WITNESS WHEREOF, this Order Form is entered into as of the Order Effective Date.

Utah Transit Authority

Workday, Inc.

Signed by:

Windsel McCray
Signature

Signature

Jay Fox

Name

Executive Director

Title

Date Signed

Date Signed

Kimberly Shanklin
Chief of Staff Executive Officer

DocuSigned by:

Mike Bell

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UTA Legal Counsel



CHANGE ORDER 1
WORKDAY SERVICE SKU DESCRIPTIONS ADDENDUM

Customer may only use the Service SKUs subscribed to as indicated in the body of this Order Form.

Service	Description
Messaging*	Messaging enables Customers to connect with their end users via text messaging communications, and provides a platform to manage messaging preferences, including opt-in/opt-out preferences.
Payroll for United States	Workday Payroll for US supports the creation and management of Payroll for U.S. employees. Configure earnings, deductions, accumulations, and balances. Identify tax authorities each company wishes to withhold for. Manage worker tax data, payment elections, involuntary withholding orders, and payroll input. Calculate, review/audit, and complete payrolls and settlement runs. Configure and calculate payroll commitments. Workday Payroll includes connectors that facilitate integration to select Workday partners that provide capabilities, including: time and attendance, tax filing, check printing, and direct deposit.

*This SKU requires customers to maintain an active subscription to Innovation Services and opt-in to the corresponding Innovation Service(s) if and when available.



Customer Name	Utah Transit Authority
Workday Entity Name	Workday, Inc. 6110 Stoneridge Mall Road, Pleasanton, CA 94588, United States (“ Workday ”)
SOW Effective Date / SOW #	January 24, 2024 / SOW #431968
Change Order Effective Date	The later of the dates beneath the parties’ signature below
Currency	USD
Fee Type	Fixed Fee
Change Order Fees	\$274,838.00

Customer/Partner Project Manager	Justin Palmer
Project Name	Project: Utah Transit Authority SOW #431968 Launch HCM
Project Sponsor	Kimberly Shanklin
Workday Engagement Manager	Bill Hansen
Billing Contact Email (Required)	jpalmer@rideuta.com

Fees:

The Professional Services Fees for this Change Order are \$274,838.00. Customer will be invoiced upon the Change Order Effective Date with fees payable in accordance with the terms of the SOW, or the Agreement to which the SOW is subject, as the case may be.

Description	Cost
Timeline Extension (all Sku’s including Payroll and Messaging)	\$329,228.00
Scope Reduction (Functional, Integrations, Reporting)	\$(36,540.00)
Scope Reduction (Prism Functionality)	\$(17,850.00)
Total Change Order Fees:	\$274,838.00

Any travel and other expenses associated with the Professional Services set forth in this Change Order are subject to the terms of the SOW or the Agreement to which the SOW is subject, as the case may be.

Amendment:

This Change Order amends the SOW identified above. Except as expressly amended by this Change Order, the terms of the SOW shall remain in full force and effect.

Change Order Reason(s):

- Additional project management (Payroll)
- Add effort: Extension to scope and timeline (Payroll)
- Scope reduction: Data conversion (Prism)
- Scope reduction: Functional (Prism)
- Scope reduction: Integration (Prism)
- Scope reduction: Reporting (Prism)



Changes to Tasks in Scope:

- Added to scope:
 - ADDITIONAL PACKAGED SCOPE
 - Data Transformation Services
 - INTEGRATIONS
 - ADVANCED SERVICES
 - Test Lead Services

Payroll (United States)	
Description	Scope
Banking	Payment Election Rules
	Up to 2 Bank Accounts, Up to 2 Routing Rules, Delivered Check Layout
Checks and Payslips	Delivered Check and Payslip Layouts
Costing Allocations	Configuration of employee costing allocations across multiple accounting dimensions. Testing/Validation of allocations from BP approval through Payroll to the General Ledger
General Ledger	Fiscal Posting Intervals, Schedules, Summary Schedules, Fiscal Years
	Journal Sources, Ledger, Ledger Types, Account Sets, Account Posting Rules to support a single General Ledger
Pay Components	Up to 550 Pay Components (Earnings and Deductions)
	Net Pay Validation and Arrears
	Pay Accumulations, Pay Balances, Pay Component Groups, Tax Authority Exceptions
Payroll Processing	Up to 2 Pay Groups
	Up to 2 Run Categories
	Off-Cycle Payments
	Retro Processing
	Audit Report Configuration
	Payroll Command Center
	Payroll Involuntary Withholding Orders and Deduction Recipients Processing
Period Schedules	Period Schedules for Payroll
	Generate Period Schedule Periods
	FLSA Work Period Calendar Rules
Tax Reporting	Companies
	Company Federal, State and Local Payroll Tax Configuration



Payroll (United States)	
	W-2 Configuration
	Payroll Reporting Codes
Modifiable Business Processes	Settlement Run Event
	Assign Pay Group
	Payment Release Event
Data Conversion	Payroll Balances for Current Year
	Worker Tax Elections
	Withholding Orders Excluded (Manual Data Entry Required)
	Worker Payment Elections
	Current Costing Allocations

Unions	
Description	Scope
HCM	Union membership tracking for up to 5 unions
	Loading of union membership for up to 5 unions
	Union service date tracking (manual maintenance)
	Up to 15 Compensation Grades with manual step progression
Payroll	(US Payroll) Up to 10 Deductions specifically for unions dues and initiation fees



Messaging	
Description	Scope
Recruiting	<p>Enable Workday Messaging at tenant level (requires Messaging subscription). Creation of up to 10 total message templates and/or business process notifications for SMS functionality.</p> <p>Due to functionally requirements, Messaging will be implemented post go live.</p>

- All Prism activities will be descoped. The table below documents descoped Prism functionality.

Description	Scope	
Total Rewards Statement	Consolidate external compensation and rewards (commission, benefits, allowances, bonuses, etc.) with Workday compensation and rewards for a complete view. Workday Professional Services will help customer complete pre-configured templates and Workday Prism Analytics pre-built functionality as mutually agreed by the parties and within the parameters of the scope components listed below. The configuration of each component listed below will be designed during the early stages of the project.	
	Data Sources	Customer will populate the below Excel templates, including the specified required fields: <ul style="list-style-type: none"> External Compensation External Rewards File
	Transformations	Simple Functions e.g. string functions, Filter, Join, Union
	Reporting	BIRT Report: Total Employee Rewards Statement
	Security	Row Level
	Customer Participation	Customer will populate and provide the Excel templates, including the specified required fields
Worker History	Data Sources	Up to 3
	Transformation Complexity	Complex <ul style="list-style-type: none"> Complex Functions, e.g. Case Statements, Filter, Join, Union
	Reports / Visuals	Up to 4 reports; Customer to define visuals
	Data Source Security	Row, Column
	Customer Participation Level	Medium



Changes to Deliverables:

- All activities related to Prism in SOW #431968 is removed from scope.

Assumptions:

- Any extensions to Project timeline or technical scope additions must be evaluated to determine impacts to the Change Management Services. The Change Management tasks and activities listed in this Change Order (above) apply to the timeline and functional scope outlined in the SOW.
- Any communications related to this Change Order are the responsibility of the Customer.
- Customer will ensure adequate staffing to ensure successful, timely execution of customer owned deliverables.
- Inclusion of items in this Change Order will not impact duration of post go live support documented in the SOW.
- Any extensions to Project timeline or functional scope additions must be evaluated to determine impacts to the Change Management Services and may result in an impact to the Project scope should additional support be required. The Change Management tasks and activities listed in this table (above) apply only to the timeline and functional scope outlined in the SOW.
- The Change Management service is intended to accelerate end-user adoption of Workday and does not include support for concurrent initiatives or broader transformation efforts. The scope of this service is limited to the tasks in the above table. Any organizational design, Standard Operating Procedure (SOP) development, operating model or job role redesign work is out of scope for this service and wholly owned by the Customer.
- Client has an active subscription to the Workday Adoption Kit and will provide access to Avaap resources defined in the SOW.
- Client will provide appropriate access to non-production Workday tenants and other project-related resources that may be required to fulfill the SOW and this Change Order, i.e. Teams and SharePoint sites, etc.
- Client will ensure the timely availability of its resources who may be required to provide input, review, and approve the deliverables specified in the SOW and this Change Order.

Changes to Project Schedule:

- This Change Order modifies the project schedule set forth in the current project plan as follows:
 - Workday Launch Deployment Timeline

Launch HCM+PAY	Pre-Reservation	Plan	Architect & Configure	Test	Parallel Support	Deploy	Post Production	Total
Estimated Deployment Weeks	8	10	40	21	7	7	2	95
Start Date	Dec 07, 2023	Feb 01, 2024	Apr 11, 2024	Jan 16, 2025	Jun 12, 2025	Jul 31, 2025	Sep 2, 2025	Feb 01, 2024
End Date	Feb 01, 2024	Apr 11, 2024	Jan 16, 2025	Jun 12, 2025	Jul 31, 2025	Sep 1, 2025	Oct 02, 2025	Oct 02, 2025



Workday post-production support begins once the Workday Service has been moved into Production use. Workday shall provide part-time Consulting and Engagement Management support to answer questions about the use of the Workday Service. Upon completion of the Post-Production Support period, excluding any outstanding Change Orders, the SOW is considered to be completed. The Post-Production period shall include:

Launch Package Post-Production Support (Hypercare) Period

Up to a maximum of 4 weeks after Go-Live, Payroll: 4 weeks, All other products 2 weeks concurrent with Payroll.

Changes to Go Live Date:

- This Change Order will extend the Go-Live Date in the Original SOW (Payroll) from March 3, 2020 to August 31, 2025.
- This Change Order shall remove the Prism Go-Live Date from the Original SOW (Prism).

IN WITNESS WHEREOF, the parties' authorized signatories have duly executed this Change Order as of the later dates beneath the parties' signatures below.

Utah Transit Authority

Workday, Inc
 Signed by:
 Windsel McCray
 343BD1C835CC422...
 Signature

11/22/2024

Signature

windsel McCray

Jay Fox

Name

VP Services, Government

Executive Director

Title

Date Signed

Date Signed

Kimberly Shanklin
Chief of Staff Executive Director

DocuSigned by:

Mike Bell

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UTA Legal Counsel