



**ORDER FORM # 161951  
TO NASPO PARTICIPATING ADDENDUM #AR2507 ("MSA")**

<b>Customer Name</b>	State of Maine
<b>MSA Effective Date</b>	See MSA executed herewith
<b>Order Effective Date</b>	The later of the dates beneath the parties' signatures below
<b>Order Term</b>	October 15, 2018 through June 30, 2023
<b>Currency</b>	USD
<b>Subscription Fee</b>	7,125,000
<b>One-Time Uplift of 5%</b>	356,250
<b>Total Subscription Fee</b>	7,481,250

Payment #	Payment Due Date	Payment Amount
1	July 10, 2020	1,638,424
2	July 10, 2021	3,780,000
3	July 10, 2022	2,062,826
<b>Total Payment Amount</b>		<b>7,481,250</b>

Baseline FSE Worker Count by SKU		Baseline FSE Worker Count for Order Term
SKU	Service	
HCM	Human Capital Management	12,321
CCB*	Cloud Connect for Benefits	
USP**	Payroll for United States	
TT*	Time Tracking	
REC*	Recruiting	

\* Customer agrees that the number of Additional FSE Workers for the service SKU will always be equal to the then-current number of Additional FSE Workers for HCM minus Former Workers with Access.

\*\* Customer agrees that at all times, the aggregate total number of Additional FSE Workers for Payroll for all Workday Payroll applications and Cloud Connect for Third Party Payroll must be equal to the then-current number of Permitted FSE Workers for HCM minus Former Workers With Access.

Annual Fee per Additional FSE Worker per SKU	
HCM, CCB, USP, TT, REC (Combined)	121.76

<b>Number of Named Support Contacts*</b>	6
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\* Named Support Contacts are the contacts that may request and receive support services from Workday and must be trained on the Workday product(s) for which they initiate support requests.

<b>Tenant Base Name*</b>	maine
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\*Tenant Base Name is the naming convention that will be used in all of the Tenant URLs provided by Workday, which shall remain constant.



Customer Contact Information	Billing, In Care of	Customer Support
Contact Name	Laurie A Andre, Director Bureau of Business Management - Division of Procurement Services	Laurie A Andre, Director Bureau of Business Management - Division of Procurement Services
Street Address City/Town, State/Region/County, Zip/Post Code, Country	State of Maine - Department of Administrative and Financial Services 9 State House Station Augusta, Maine 04333-0009 United States	State of Maine - Department of Administrative and Financial Services 9 State House Station Augusta, Maine 04333-0009 United States
Phone/Fax #	207-624-7349	207-624-7349
Email (required)	laurie.a.andre@maine.gov	laurie.a.andre@maine.gov

This Order Form is valid and binding as of the later of the dates of the parties' signatures and is subject to and governed by the MSA. The parties agree to the terms in the attached Addendums and Exhibits. All remittance advice and invoice inquiries shall be directed to [Accounts.Receivable@workday.com](mailto:Accounts.Receivable@workday.com).

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

State of Maine

Signature

Name

ALEXANDER PORTEOUS

Title

Commissioner, DAFS

Date Signed

10-17-18

Workday, Inc.

Signature

Name

Title

Date Signed

State of Maine

Signature

Name

Title

Date Signed

ANDY SMITH

CFO

17 OCT 15



ADDITIONAL ORDER FORM TERMS ADDENDUM

1. General. Unless otherwise defined herein, capitalized terms used in this Order Form have the same meaning as set forth in the MSA. References to "annual" or "year" in this Order Form mean the consecutive 12-month period during the Order Term. The Total Subscription Fee during the Order Term only includes use of the Service by up to the maximum stated number of full-service equivalent workers per SKU set forth in the "Baseline FSE Worker Count by SKU" table ("FSE Workers"). FSE Workers may not be decreased during the Order Term.

2. FSE Workers Calculation. FSE Workers are calculated by categorizing each Customer worker to one of the worker category below, multiplying the Worker number by the applicable percentage rate, and then adding totals for each category of worker.

Sample Total FSE Worker Calculation:

Table with 4 columns: Worker Category, Applicable Number, Applicable Percentage, FSE Worker Calculation. Rows include Full-Time Employees, Part-Time Employees, Associates, Former Workers with Access, and Totals.

The Service may be used by Customer only for the following categories of Employees/Workers:

"Full-Time Employee" is an employee of Customer regularly scheduled for more than twenty hours per week regardless of the method of payment or actual hours worked, whether or not such employee is eligible to receive employee benefits in accordance with Customer's internal standard practices. A Full-Time Employee will be considered non-temporary if they are hired to work for a period of more than 3 months in a given year.

"Part-Time Employee" is an employee of Customer regularly scheduled for twenty hours per week or less regardless of the method of payment or actual hours worked, whether or not such employee is eligible to receive employee benefits in accordance with Customer's internal standard practices. A Part-Time Employee will be considered non-temporary if they are hired to work for a period of more than 3 months in a given year.

"Associate" is an individual not counted as a Full-Time or Part-Time Employee but in one of the following categories: temporary employees, independent contractors and affiliated non-employees including, but not limited to, volunteers and vendors whose Active Records are in the Service.

"Former Worker With Access" is a former worker that continues to have access to the Service through the Employee Self-Service features.

3. Growth. Customer must run a report 60 days prior to each anniversary of the Order Term start date to establish the number of Active Records per SKU ("Annual Reporting") and report the numbers no later than 30 days prior to the ("Annual Reporting Date"). If Customer has any one-time addition of workers (e.g, M&A) that would increase FSE Workers by 5% or more ("Growth Event"), Customer must report the number of additional workers 30 days prior to the date the workers are added to the Service ("Growth Event Reporting Date"). In each case, Customer must report the numbers to subscriptions@workday.com and Workday will determine the extent that the reported numbers exceed FSE Workers by applying the calculation described in Section 2 (such excess, "Additional FSE Workers").

Customer agrees to pay fees for the Additional FSE Workers for each SKU to cover the period from (i) the anniversary of the Order Term start date immediately following the Annual Reporting Date or (ii) the date the workers are added to the Service after a Growth Event Reporting Date, through the subsequent anniversary date (each a "Reporting Period") at the Annual Fee per Additional FSE Worker per SKU set forth above. If there are



Additional FSE Workers for the HCM SKU, then such Additional FSE Workers shall also automatically be applicable to any SKU marked with \* in the Baseline FSE Worker Count by SKU table. Customer agrees to execute an Order Form documenting the additional fees due pursuant to this section.

4. **Renewal.** Customer may renew its subscription for the Service by notifying Workday prior to the end of the Order Term and Workday will generate a new Order Form for a single three-year renewal term (“**Renewal Term**”) at the below pricing:

Renewal Term years	Annual Renewal Subscription Fees
1st year of Renewal Term	Base Subscription Fee x (1.04 + CPI)
2nd year of Renewal Term	Previous year subscription fee x (1.04 + CPI)
3rd year of Renewal Term	Previous year subscription fee x (1.04 + CPI)

The “**Base Subscription Fee**” is **\$1,500,000**. The Annual Fee per Additional FSE Worker per SKU for the Renewal Term shall be increased by the same percentage as the **Annual Renewal Subscription Fee** per year in the table immediately above and averaged over the number of years in the Renewal Term. All fees for the Renewal Term will be paid in equal payments and are due by the first day of each corresponding year of the Renewal Term. If Customer wishes to procure any SKUs or FSE Workers for a Renewal Term that are not included in the Base Subscription Fee, fees for those items will be in addition to the fees anticipated under this section.

“**CPI**” means the Consumer Price Index rate established by the United States Department of Labor for All Urban Consumers, US City Average, All Items (change in annual average) for the calendar year preceding the beginning of the Renewal Term, if a positive number.

5. **Service Credits.** Workday will provide SLA Service Credits as set forth in the MSA.

6. **Option to Acquire Additional Service Applications.** At any time prior to the second anniversary of this Order Term start date (the “Option Expiration Date”), Customer may acquire a subscription for the specific application listed below for at least the minimum number of FSE Workers as set forth below at the annual subscription fee rate set forth below. Any standard applicable terms of subscription for the Service applications acquired will apply. If Customer elects to exercise its option under this section, Customer will provide Workday with written notice by the Option Expiration Date and a separate Order Form, with an order term start date on or before the Option Expiration Date, which will be coterminous with this Order Form and will be used to formally document the subscription.

SKU	Service	Minimum Number of FSE Workers	Fees per FSE Worker (Annualized Rate)
LRN*	Learning	Must match HCM (minus Former Workers with Access)	12.81
MCNF*	Media Cloud – No Fee	Must match HCM (minus Former Workers with access)	No Fee

*\*Customer agrees that the number of FSE Workers for this SKU will always be equal to the total number of FSE Workers for HCM minus Former Workers with Access.*



## WORKDAY SERVICE SKU DESCRIPTIONS ADDENDUM

Customer may use only the Service SKUs subscribed to as listed on page 1 of the Order Form. Workday Service SKU descriptions for applications not subscribed to by Customer are provided for reference only and are subject to change.

### **Human Capital Management**

Workday HCM supports an organization in organizing, staffing, paying, and developing its global workforce. Workday HCM includes Global Human Resources Management (Workforce Lifecycle Management, Organization Management, Compensation, Business Asset Tracking, Absence, and Employee Benefits Administration) and Global Talent Management (Goal Management, Performance Management, Succession Planning, and Career and Development Planning). Workday HCM includes connectors that facilitate integration to select Workday partners that provide capabilities including: recruiting, learning, time and attendance, and user account provisioning (LDAP/Active Directory).

### **Cloud Connect for Benefits**

Cloud Connect for Benefits extends Workday HCM by providing integration to a growing catalog of benefits providers, including: health insurance, health and flexible spending accounts, retirement savings plans, life insurance, AD&D insurance, and COBRA administrators.

### **Workday Payroll for US**

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.

### **Time Tracking**

Workday Time Tracking supports an organization in collecting, processing, and distributing time data for its global workforce. Workday Time Tracking module includes the following capabilities: basic time scheduling, time entry (hourly, time in/time out), approvals, configurable time calculation rules, and reporting.

### **Recruiting**

Workday Recruiting supports an organization in its talent acquisition process. It is designed to help hiring managers and recruiters identify, hire and onboard the right talent for their business. Workday Recruiting supports the hiring process, including pipeline management, requisition management, job posting distribution, interview management, offer management, as well as supports local data compliance and pre-employment activities. Workday Recruiting also offers hiring teams tools to proactively source, nurture and track internal and external prospective candidates throughout the recruiting process.

