



### Amendment No. 3 to the Order Form

This Amendment No. 3 ("Amendment") to the Order Form dated April 7, 2021 ("Order Form"), as amended is between Benefitfocus.com, Inc. ("Benefitfocus") and Williamson County ("Client") individually each a "party" and collectively the "parties" and is made on September 30, 2024.

**WHEREAS**, the parties entered into the Order Form in order for Benefitfocus to provide Client with Software and Professional services; and

**WHEREAS**, the parties agree that Benefit Service Center services is no longer required; and

**WHEREAS**, the parties agree to modify the Order Form under the terms and conditions of this Amendment and include said modifications.

**NOW, THEREFORE**, in consideration of the foregoing and the mutual covenants hereinafter set forth, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound Benefitfocus and Client hereby agree as follows:

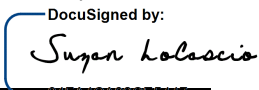
- 1. **Article IV. Ongoing Software Services table, A. Services Description**, specifically the row in the table titled "Benefits Service Center" is hereby deleted in its entirety.
- 2. **Appendix B: Professional Services Description, Article X. Benefits Service Center ("BCS") Implementation Services** is hereby deleted in its entirety.
- 3. **Appendix C: Software Services and Software Support Description, Article III. Summary of Benefit Service Center ("BSC")** is hereby deleted in its entirety.
- 4. **Prior Agreement.** Except as expressly amended herein, all other terms and conditions as set forth in the Order Form shall remain in full force and effect. The Order Form shall remain and continue in full force and effect and shall continue to be binding on the parties hereto. This Amendment is hereby incorporated into the Order Form and by reference. To the extent that there is any inconsistency between the Order Form and this Amendment, this Amendment shall prevail. Capitalized terms used herein shall have the same meanings as are set forth in the Order Form, as applicable, unless stated otherwise.
- 5. **Authority to Enter into an Agreement.** Each party represents and warrants that (i) it has all requisite corporate power and authority to enter and perform pursuant to this Amendment; (ii) the execution, delivery and performance of this Amendment and the consummation of the transactions contemplated hereby have been duly and properly authorized by all requisite corporate action on its part; (iii) this Amendment has been duly executed and delivered by such party; and (iv) no other person or entity other than those set forth in this Amendment has any interest in the subject matter referred to in this Amendment.

All terms and conditions of the Order Form which are not hereby amended shall remain in full force and effect.

**IN WITNESS WHEREOF**, the parties have hereto by their duly authorized representatives executed this Amendment.

**BENEFITFOCUS.COM, INC.**

**WILLIAMSON COUNTY**

By:   
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 Suzan LoCascio

By: \_\_\_\_\_

Print: \_\_\_\_\_

Print: \_\_\_\_\_

Title: Suzan LoCascio - AVP BU Controller

Title: \_\_\_\_\_

Date: October 22, 2024

Date: \_\_\_\_\_