



## Amendment No. 1 to the Order Form

This Amendment No. 1 ("Amendment") to the Order Form dated April 7, 2021 ("Order Form"), is between Benefitfocus.com, Inc. ("Benefitfocus") and Williamson County ("Client") and is made on May 13, 2021.

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

**WHEREAS**, the parties wish to clarify the invoicing terms for the One-Time Fees; and

**WHEREAS**, the parties agree to amend 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. **Professional Services Fees.** The first sentence of Section III.B.3 of the Order Form is deleted in its entirety and replaced with the following:

Except as otherwise stated herein, the Professional Services fee defined in Section III will be invoiced as follows: 50% upon Client's execution of this Order Form and 50% on October 1, 2021.

2. **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.

3. **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.

By:   
 Print: Nancy Muniz  
 Title: Corporate Controller  
 Date: May 18, 2021

### WILLIAMSON COUNTY

By:   
 Print: Bill Gravell  
 Title: County Judge  
 Date: May 25, 2021









# Agenda item #18, 05.25.2021, Addendum Web-Based Enrollment, Benefitfocus

Final Audit Report

2021-05-25

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