



**ADP, LLC  
GUARANTEED  
TWELVE MONTH  
PRICE AGREEMENT**

**Client Information:**

Case Number: 42329785

Client Name: Caroline County Commisions Effective Date: 7/1/2016  
 Service Center: 0052  
 Parent Company Code: 0052-10-CDU Customer #: 511906 Expiration Date: 7/1/2017  
 Requested By: Elaine Dom - Rel. Spec.

Related Company Codes: 0052-8Y-CDU | | | | | | | | | |

**Contact Information:**

Contact: Margaret Roe Phone: 410-479-4118 Address: 109 Market Street rm 135  
 City: Denton State: MD Zip: 21639 Email: mroe@carolinemd.org

ADP, LLC ("ADP") is pleased to provide Caroline County Commisions ("Client") with a guaranteed price agreement (the "Price Agreement"), which shall govern any increases in fees to the Services (as defined in section 1 below) purchased by Client for the next twelve months, subject to the terms and conditions set forth in this Price Agreement. This Price Agreement encompasses all listed codes and any future codes that may be added under the above listed parent code. In consideration of the mutual agreements set forth below, ADP and Client agree as follows:

**1) Price Increase:** For the next twelve month period commencing with the effective date of this Price Agreement as 07/01/2016, ADP will increase prices per the schedule below for the **Payroll and TLM** processing services (the "Services") Client is receiving or shall receive as of the effective date:

Increase Date	Increase %
7/1/2016	2.00

Items specifically excluded from this agreement are delivery, reverse wire fees, jurisdiction fees, year-end fees and maintenance fees. In the month following the completion of the guaranteed price period, Client's prices will be subject to the same price increases applied to its other clients of similar size and product utilization unless a renewal agreement is signed by both parties.

**2) Guaranteed Term:** As consideration for the twelve month Price Agreement, Client agrees to purchase the Services for a minimum guaranteed term of twelve months commencing with the effective date of this Price Agreement and thereafter Client's agreement to purchase the Services shall remain in effect until terminated by Client or ADP in accordance with the terms of the ADP Services Agreement (defined in Section 3 below).

**3) Early Termination Fee:** If Client terminates all Services without cause as provided in the ADP Major Accounts Agreement (or such equivalent ADP terms and conditions or agreement governing the provision and receipt of ADP Services including but not limited to any product specific terms set forth in such agreement) between ADP and Client (the "ADP Services Agreement") prior to the expiration date of this Price Agreement, Client agrees to pay ADP an early termination fee of 3 months of average monthly processing fees for the Services (based on the average monthly fees during the twelve-month period immediately preceding the date of termination (or a shorter period of time if monthly fees have been payable for less than twelve (12) months at the termination date)). If Client fails to pay the early termination fee, Client shall reimburse ADP for any expenses incurred, including interest and reasonable attorney fees, in collecting amounts due ADP hereunder. The early termination fee will be waived by ADP in the event (i) any party acquires substantially all of the assets or stock of Client whether by merger, consolidation, spin-off, split-off or otherwise; or (ii) there is a material breach by ADP of any material warranty, term, condition or covenant of the ADP Services Agreement and ADP fails to cure such breach within the timeframe provided in such ADP Services Agreement.

THE ADP SERVICES COVERED BY THIS AGREEMENT ARE PROVIDED IN ACCORDANCE WITH THE TERMS AND CONDITIONS SET FORTH IN THE AGREEMENT(S) BETWEEN CLIENT AND ADP COVERING THE SPECIFIC SERVICES. THIS AGREEMENT SUPPLEMENTS AND DOES NOT SUPERSEDE ANY OF THOSE TERMS AND CONDITIONS. THIS AGREEMENT IS NOT VALID UNLESS SIGNED BY BOTH PARTIES. IN THE EVENT CLIENT HAS AN EXISTING PRICE AGREEMENT IN PLACE, THIS AGREEMENT REPLACES ANY PRIOR PRICE AGREEMENT GOVERNING THE SAME SERVICES.

ADP Representative

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: Relationship Management

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

Caroline County Commisions

Name: \_\_\_\_\_

Signature: X \_\_\_\_\_

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

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

NOTE: THIS PRICE AGREEMENT IS VALID ONLY IF SIGNED BY BOTH PARTIES WITHIN 90 DAYS OF THE DATE OF CREATION. THE AGREEMENT MUST BE SIGNED BY 09/08/2016 IN ORDER TO BE VALID. FINANCE OR RELATIONSHIP MANAGEMENT IS AUTHORIZED TO EXECUTE THIS AGREEMENT ON BEHALF OF ADP.



Client #: 511906  
Parent: 10 CDU

# CAROLINE COUNTY COMMISSI

Case #042329785-1  
Requested by: Elaine Dorn  
Created 06/24/2016

		<b>Annual Grand Totals</b>		
Current	Proposed	\$\$\$ Change	% Change	
\$49,873.05	\$50,870.51	\$997.46	2.0%	

Code	Name	Current	Proposed	\$\$\$ Change	% Change
0052-10-CDU	Caroline County Commissi	\$34,960.05	\$35,659.25	\$699.20	2.0%
0052-1W-CDU	Caroline County	\$3,132.00	\$3,194.64	\$62.64	2.0%
0052-8Y-CDU	Caroline County Comm.	\$11,781.00	\$12,016.62	\$235.62	2.0%

The information contained in this document is privileged and confidential. Dissemination to any third party of this communication is strictly prohibited.

The estimated per processing and annual costs in this document are calculated based on the average unit counts for each feature. This document does not include sales tax, carrier connection maintenance fees, miscellaneous tax filing charges (i.e. stop payment or void requests, supplies, amendments, etc.), or "on request services" (i.e., payroll reruns).

This Proposal is not a guarantee. The Proposal is valid only if signed by the Client and returned to ADP within 90 days from the date created listed above. Once the Proposal is signed, the pricing is valid for 180 days (6 months) from the signed date unless otherwise agreed upon between ADP and the Client. W2 rates are subject to change each calendar year.

<input checked="" type="checkbox"/> Client Signature:	
Signer's Name:	
Signer's Title:	
Date:	



0052 - Major Accounts - Mid-Atlantic Service Center

### Company Name: Caroline County Commissi

Region - Product - Code: 0052-10-CDU

Autopay II  
**Proposed Pricing**

Total **Proposed** Annual Cost Before Discount(s): \$35,659.25  
 Total **Proposed** Annual Cost With Discount(s): \$35,659.25  
 Proposed Discount %:  
 \* Discount % is only applied to discountable items indicated with a ♦ symbol

Feature Description	SCN	Start Date	Prod	Tier	Min	Base	Rate	Units	Proposed Feature Cost	Annual Billings	Proposed Annual Cost
Base Charge	F00002	1/23/1981	10	1	-	-	-	1	-	26	-
Payroll Delivery	F00006	1/23/1981	10	1	-	-	-	1	-	26	-
Pays	F00022	1/23/1981	10	1	-	-	-	353	1,238.64	26	32,204.56
Check Signing	F00031	5/21/1997	10	1	-	-	-	353	-	26	-
Tax Service	F00038	10/17/1997	10	1	-	-	-	353	-	26	-
Labor Distribution	F00043	1/23/1981	10	1	-	-	-	353	-	26	-
ADP/Pay-Statements	F00140	6/10/2010	10	1	-	-	-	353	-	26	-
Reports	F00141	11/28/2007	10	1	-	-	-	353	-	26	-
Payroll Quickview	F00145	5/15/2008	10	1	-	-	-	353	-	26	-
Portal with CM	F00295	7/22/2010	10	1	-	-	-	353	-	26	-
Portal Solutions Package	F00500	6/25/2010	10	1	-	-	-	353	-	26	-
TotalPay Card	F00763	8/19/2010	10	1	-	-	-	353	-	26	-
CheckView Processing Fee	F00771	8/19/2010	10	1	-	-	-	1	-	26	-
Benefit Accruals	F00808	8/22/1997	10	1	-	-	-	353	-	26	-
Workforce Now Payroll Migration	F0083A	10/10/2013	10	1	-	-	-	353	-	26	-
TotalPay Service	F00886	10/17/1997	10	1	-	-	-	483	-	26	-
WFN PCM Tracking	F0099A	10/10/2013	10	1	-	-	-	353	-	26	-
Workforce Now Migration Tracking	F0099B	10/10/2013	10	1	-	-	-	353	-	26	-
Revenue Neutral V4 Migration	F0099C	7/10/2008	10	1	-	-	-	1,587	-	26	-
IDI UPL/LOAD FOR EZLABOR	R00952	8/13/2008	10	1	-	-	-	1	-	12	-
External Paydata Interface	F00116	7/7/2008	10	1	-	-	-	1	-	12	-
Data Exchange	F00121	7/7/2008	10	1	-	-	-	1	-	12	-
PQV Net	F00224	6/6/2008	10	1	-	-	-	1	-	12	-
ADP Reporting	F00243	6/18/2008	10	1	-	-	-	1,574	-	12	-
CheckView Monthly Fee	F00770	9/10/2010	10	1	-	-	-	1	-	12	-
GL INTERFACE	R00699	11/21/1986	10	1	-	-	-	2,080	-	12	-
Quarterly/W2 Delivery	F00011	1/23/1981	10	1	-	-	-	1	20.20	4	80.78
Y/E Info, Tax Reporting, W-2'S	F00053	2/18/2013	10	1	75.00	-	-	505	3,373.91	1	3,373.91
<b>Total Before Discount:</b>									4,632.74		35,659.25
<b>♦ Discount:</b>									-		-
<b>Total After Discount:</b>									<b>4,632.74</b>		<b>35,659.25</b>

Document created 06/08/2015



0052 - Major Accounts - Mid-Atlantic Service Center

Company Name: **Caroline County**

Region - Product - Code: 0052-1W-CDU

Workforce Now  
**Proposed Pricing**

Total **Proposed** Annual Cost Before Discount(s): \$5,324.40  
Total **Proposed** Annual Cost With Discount(s): \$3,194.64  
\* Discount % is only applied to discountable items indicated with a ♦ symbol

Feature Description	SCN	Start Date	Prod	Tier	Min	Base	Rate	Units	Proposed Feature Cost	Annual Billings	Proposed Annual Cost	Disc
Workforce Now	F00022	3/17/2016	1W		1	-	-	950	-	12	-	
Workforce Now Archived EE's	F00040	3/17/2016	1W		1	-	-	250	-	12	-	
WFN Essential HR	F0040P	3/17/2016	1W		1	-	-	378	-	12	-	
WFN Essential Benefits	F0040Q	3/17/2016	1W		1	-	-	685	-	12	-	
WFN Solutions	F0040Z	3/17/2016	1W		1	-	-	950	-	12	-	
Essential ACA Compliance	F01900	5/12/2016	1W		1	-	1.53	290	443.70	12	5,324.40	♦
<b>Total Before Discount:</b>									443.70		5,324.40	
<b>♦ Discount:</b>									177.48		2,129.76	
<b>Total After Discount:</b>									266.22		3,194.64	

Document created 06/08/2016



0052 - Major Accounts - Mid-Atlantic Service Center

**Company Name: Caroline County Comm.**

Region - Product - Code: 0052-8Y-CDU

Total **Proposed** Annual Cost Before Discount(s): \$17,166.60

**Proposed** Discount %: 30.0%

Total **Proposed** Annual Cost With Discount(s): \$12,016.62

\* Discount % is only applied to discountable items indicated with a ♦ symbol

ADP TLM - ezLaborManager  
**Proposed Pricing**

Feature Description	SCN	Start Date	Prod	Tier	Mln	Base	Rate	Units	Proposed Feature Cost	Annual Billings	Proposed Annual Cost	Discount
ezLaborManager Software	F00022	10/19/2004	8Y	1	-	-	5.20	275	1,430.55	12	17,166.60	♦
Timesheet	F00023	10/19/2004	8Y	1	-	-	-	1	-	12	-	♦
<b>Total Before Discount:</b>									1,430.55		17,166.60	
<b>♦ Discount:</b>									429.17		5,149.98	
<b>Total After Discount:</b>									<b>1,001.39</b>		<b>12,016.62</b>	



# PURCHASE ORDER

65351

Vendor: <u>ADP</u>		Date: <u>July 6, 2016</u>	
<u>PO Box 842875</u>		Account No: <u>01.052.5203</u>	
<u>Boston, Ma. 02284</u>		Req'd Delivery By: _____	
Phone: _____		Acct. Cert. By: _____ Date: _____	
Ship To: <u>Caroline County Commissioners</u>		<b>INVOICE TO</b>	
<u>Office of Finance</u>		<b>Commissioners of Caroline County</b>	
<u>109 Market St., Room 132</u>		<b>109 Market St., Room 132, Denton, MD 21629</b>	
<u>Denton, Md. 21629</u>		<b>Phone: (410) 479-0660 Fax: (410) 479-4060</b>	
Phone: _____			
QTY	DESCRIPTION	COST	
1	Autopay II	35,659.25	
1	Workforce Now	3,194.64	
1	E Z Labor Manager	12,016.62	
	One Year of Payroll and Human Resource Services 7/1/2016 - 6/30/2017		
	<b>— TOTAL —</b>	<b>\$ 50,870.51</b>	
SPECIAL INSTRUCTIONS: _____			
Requested By: <u>Margaret Roe</u>		Authorized By: _____	
Date: <u>7/6/2016</u>		Date: _____	

PART 1-VENDOR COPY