

**FIRST AMENDMENT TO THE GRANICUS SERVICES AGREEMENT BETWEEN
GRANICUS, INC. AND THE VILLAGE OF LOMBARD, IL**

This First Amendment to the Granicus, Inc. Services Agreement dated February 10, 2009 (hereinafter referred to as "Agreement") is made and entered into by and between Granicus, Inc., a California Corporation (hereinafter referred to as "Granicus"), and the Village of Lombard, IL, (hereinafter referred to as "Client"), with reference to the following:

WHEREAS, Granicus, a California-based company, provides a full-service solution that includes hardware, software, automated indexing capabilities, voting systems, website page design and integration with Council Agendas, a meeting minutes module, on-site user training and 24/7 technical support that meet Client needs as well as the integration services that are required for timely implementation; and

WHEREAS, Granicus represents that it has the qualities, expertise, skills, and abilities to perform such work; and

WHEREAS, in addition to Client's existing Granicus solution, Client wishes to upgrade to Legistar 5.0, and migrate to a hosted Legistar solution as detailed in the Proposal dated July 18, 2011, which is attached as Exhibit A and incorporated herein by reference.

NOW, THEREFORE, in consideration of the premises, the parties intend that the Agreement be amended as follows:

1. Compensation shall be amended to include additional costs of twenty-nine thousand five hundred dollars (\$29,500.00) up-front, and one hundred ten dollars (\$110.00) per month, as detailed in Exhibit A. As amended, Client's Granicus solution shall now include additions to the Agreement as detailed in Exhibit A.
2. Except as amended by this First Amendment, all other terms and conditions of the Agreement shall remain in full force and effect.
3. In the event of any inconsistency between the provisions of this First Amendment, and the original Agreement, the inconsistency shall be resolved by giving precedence to the documents in the following order:
 - A. Paragraphs set forth in the body of the First Amendment.
 - B. Paragraphs set forth in the body of Agreement

IN WITNESS WHEREOF, the parties have caused this First Amendment to be executed by their duly authorized representatives,

VILLAGE OF LOMBARD, IL

By: 

Date: 8/23/11

GRANICUS, INC.

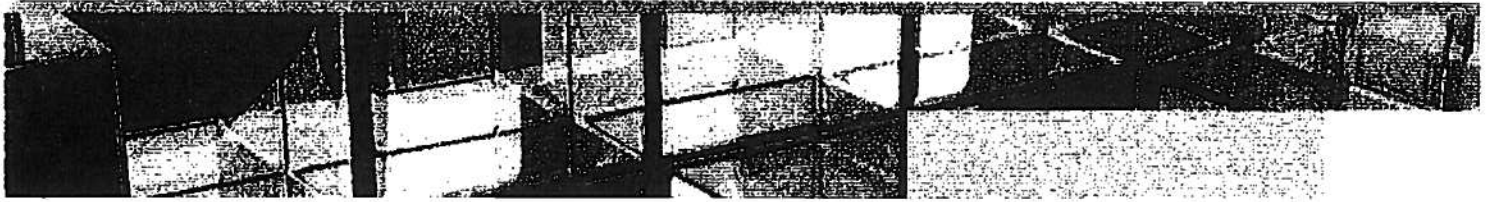
By: 
Ed Roshitsh
Chief Operating Officer

Date: 8/25/11

EXHIBIT A

PROPOSAL

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Granicus Proposal for Lombard, IL

7.18.2011

Upgrade to Legistar 5.0

1. Ability to migrate to a hosted solution
2. Approval tracking enabled
3. More granular reporting functionality
4. Improved User Interface
5. Microsoft Word integration
6. Additional configurability

Migration to Hosted Legistar Solution

By migrating to a hosted solution...

1. Improved response time should an issue occur, our support teams will be able to access your information without having to connect to your servers. Our support team will be able to see the same data that you are looking at since they will have direct access to your Legistar application.
 2. Reduced IT resources and time required to manage the application servers in house.
 3. Data back-ups will be performed automatically as part of our hosting service. No longer something you IT staff will have to do and manage.
 4. Access to Legistar 24/7 from anywhere via the internet no need to go through local networks.
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Lombard, IL Investment

Pricing Table

Item	Up-Front Cost	Monthly Cost
Legistar 5 upgrade	\$27,500.00	\$0.00
Professional Services Migration	\$2,000.00	\$0.00
Active Monitoring, Storage, Support	\$0.00	\$110.00
Sub-Total	\$29,500.00	\$110.00
Tax	\$0.00	\$0.00
12 month Grand Total	\$29,500.00	\$110.00

*** NOTE: The pricing in this preliminary proposal is SUBJECT-TO-CHANGE. While this preliminary proposal will provide you with our best possible estimate of what your solution will look like, it is not considered complete until a network assessment has been completed. Our goal here at Granicus is to make sure that every new client has a successful deployment and to make sure that our products exceed your expectations. We believe that spending the time to accurately conduct an assessment of your network and documents will help us meet our goals and will ensure that you have the best experience possible. ***

Granicus Implementation Timeline

We can typically get your organization live with its new Granicus solution within 45 days of receiving your Purchase Order or Signed Service Agreement. At this point, we consider your deployment in progress and will schedule a Kickoff Call with key players at your organization and Granicus. You can follow your agency's progress 24x7 with our online deployment tracker tool, helping you stay on schedule for your next big milestone. We know how exciting it can be to get your Granicus solution up and running, so to help things run quickly and smoothly it's important that resources are allocated for at your agency. Granicus is dedicated to ensuring that your deployment stays on track and meets your needs.