

**FIRST ADDENDUM TO AGREEMENT BY AND BETWEEN THE
COUNTY OF MARIN AND NEAL, GERBER & EISENBERG LLP.**

DATED SEPTEMBER 24, 2004

THIS FIRST ADDENDUM is made and entered into this ____ day of _____ 2005, by and between the COUNTY OF MARIN, a political subdivision of the State of California (hereinafter referred to as "County") and NEAL, GERBER & EISENBERG LLP (hereinafter referred to as "Attorney").

RECITALS

WHEREAS, the County and the Attorney entered into an agreement for legal services to provide special counsel services regarding negotiation of ERP software licensing and implementation, dated September 24, 2004 ("Agreement"); and

WHEREAS, the parties desire to amend the agreement to increase the total compensation from \$75,000.00 to \$110,000.00.

NOW, THEREFORE, the parties agree to modify Section(s)4.4 as set forth below.

AGREEMENT

1. Section 4.4 is hereby amended to read as follows:

"In no event shall total compensation paid to Attorney under this provision exceed \$110,000 without a written amendment to this Agreement approved by County."

2. Except as otherwise provided herein all terms and conditions of the agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this First Addendum on the day first written above.

"COUNTY"

COUNTY OF MARIN

"ATTORNEY"

NEAL, GERBER & EISENBERG LLP

By: _____

HAROLD C. BROWN, JR.
PRESIDENT
MARIN COUNTY BOARD OF SUPERVISORS

By: _____

APPROVED:

County Counsel