

**FIRST AMENDMENT TO PROFESSIONAL CONSULTING SERVICES TO
IOWA COUNTY**

This First Amendment entered into this 21st day of Sept., 1995 by and between David M. Griffith & Associates, Ltd. ("Consultant") and Iowa County, Wisconsin ("County").

WHEREAS, the County and the Consultant have a Professional Consulting Services Contract dated July 21, 1992, ("Agreement") for Consultant to prepare the County's indirect cost allocation plan for the years 1992, 1993 and 1994 in years 1993, 1994 and 1995 respectively;

WHEREAS, the Agreement provides that all amendments to the Agreement be in writing signed by both parties,

WHEREAS, the County and Consultant wish to extend the term of the Agreement and services to be rendered.

NOW THEREFORE, the parties agree to amend the Agreement in the following respects.

1. The Agreement is amended to include actual cost allocation plans for the years 1995, 1996 and 1997, the work for which shall be performed in 1996, 1997 and 1998.
2. The parties agree that the cost for the provision of these services shall be the same as those set forth in the Agreement and the method of payment shall be in the same manner as set forth in the Agreement.

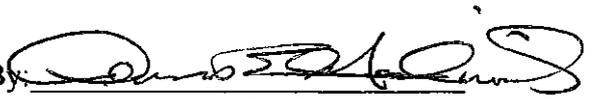
Except as amended herein, the parties affirm the terms of the Agreement.

IN WITNESS WHEREOF, the County and Consultant have executed this First Amendment as of the date first written above.

Iowa County

David M. Griffith & Associates, Ltd.

By: 

By: 
Dennis Malinowski, Its Sr. Manager