



February 2, 2012

Mr. Abraham Zambrano
Village Manager
Village of Croton-on-Hudson, New York
One Van Wyck Street
Croton-on-Hudson, NY 10520-2501

Dear Mr. Zambrano,

Revelstone LLC is pleased to issue the Village of Croton-on-Hudson, New York a price quote and terms for your annual subscription to the Revelstone Compass performance management platform. This quote contains pricing for your first year subscription and our "Quick Start" services package to help you get up and running with your performance management efforts.

The following "Early Adopter" promotional pricing is being offered to you for the first 12 months of your subscription as an early adopter Customer.

Software Subscription (12 months) – \$200/month	\$2,400
"Quick Start" Services (25 hours) - \$100/hour	\$2,500

Revelstone™ Compass Subscription

The terms of use and privacy policy applicable to your subscription to access and use the Revelstone™ Compass performance management platform are located at: www.revelstonelabs.com/subscriptionagreement (the "Subscription Agreement"). The terms of this quote, when signed by you, will serve as an order for your annual subscription to the Revelstone™ Compass performance management platform (as used in the Subscription Agreement, the "Order Form").

The subscription fee is determined on an annual basis and is billed in advance in four quarterly installments. The annual subscription fee for each subscription term is based on the municipality's population from the latest census data. The Village of Croton-on-Hudson's population is approximately **8,000**. Your subscription places no limit on the number of municipal employees or elected officials that can be added as users to the system. Annual technical support, which includes phone and email based support, is included in your subscription price. A further description of the terms of your subscription can be found in the "Subscription Terms" exhibit that accompanies this quote.

Quick Start Services

The Revelstone™ "Quick Start" program helps you accelerate the deployment of the Compass performance management platform. To ensure your success, the Quick Start Program is mandatory for all new customers and includes 25 hours of Revelstone services. Components of the program include planning, training, coaching and product setup. A further description of the "Quick Start" services program can be found in the "Quick Start Services Description" exhibit that accompanies this quote.

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Promotion

In exchange for the discounted Early Adopter pricing above, Croton-on-Hudson agrees to the following:

- The Village of Croton-on-Hudson's name included in Revelstone's published customer list
- Written customer success story for promotional purposes
- Testimonial quote and/or reference letter

Please contact me at 201.649.1720 or mnelson@revelstonelabs.com if you have any questions. If you are in agreement, please sign the following page as acknowledgement. Please mail, scan or fax a copy of this paperwork to:

Revelstone LLC
14 Walsh Drive, Suite 303
Parsippany, NJ 07054
Attn: Mark Nelson
mnelson@revelstonelabs.com
Fax: 201.984.3031

We look forward to working with you!

This price quotation is valid until June 30, 2012.

Sincerely,

A handwritten signature in black ink, appearing to read "M2M", written over a horizontal line.

Mark Nelson
Chief Operating Officer

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If you are in agreement with this price quote, please check one of the following and sign below:

_____ I am in agreement with the pricing and terms of this proposal and acknowledge that I have read and agree to the terms of Subscription Agreement. Purchase Order to follow.

or

_____ Purchase Order Exemption Acknowledgement:

Municipality does not require Purchase Order. I am in agreement with the pricing and terms of this proposal and acknowledge that I have read and agree to the Subscription Agreement. Municipality agrees to pay for the annual software subscription and "Quick Start" services package outlined in this Price Quote.

Village of Croton-on-Hudson, NY

Sign: _____

Name: _____

Title: _____

Email: _____

Date: _____

Key Contact Information

System Administrator Name: _____

System Administrator Email: _____
(to be used as Compass administrator user ID)

Accounts Payable Contact Name: _____

Accounts Payable Contact Email: _____

Accounts Payable Contact phone: _____

Tax exemption certificate number: _____

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Subscription Terms

Subscription Term and Renewal

The subscription shall take effect on the date Customer signs the Order Form and shall remain in effect unless terminated as set forth in the Subscription Agreement.

Payment Terms

Customer will be billed quarterly in advance thirty (30) days prior to each calendar quarter. Customer will be billed upon execution hereof pro-rata for the remaining portion of the first quarter. Invoice payments are due fifteen (15) days after the date of receipt of the invoice by the Customer. All amounts payable hereunder shall be paid in United States dollars.

Termination

Customer may cancel the software subscription at any time. The effective date of cancellation will be the end of the last quarter through which Customer has paid. There will be no refunds.

Revelstone will notify Customer when invoices are past due and reserves the right to suspend or terminate service to the subscription if Revelstone has not received payment within 30 days of the invoice due date.

Early Adopter Pricing

In recognition of Customer being an "Early Adopter", Revelstone is providing the following special pricing and terms.

1. One year price lock on the monthly software subscription price, provided in the accompanying executed price quote.
2. Monthly software subscription price for the second year is limited to no more than double the first year subscription price or the then current subscription price at list, whichever is less.

Technical Support

Revelstone will provide telephone and email technical support to Customer during regular business hours (9:00 a.m. to 5:00 p.m. Eastern Time) for purposes of identifying and troubleshooting demonstrable errors. Customer may initiate Support Services by: (a) direct contact with technical support personnel using the Support Services telephone line (which, as of the Effective Date, is (201) 649-1716), (b) leaving a voice mail message on the Support Services telephone line, or (c) sending an email to the Support Services email address (which, as of the Effective Date, is support@revelstonelabs.com).

“Quick Start” Service Description

Quick Start Services Term

“Quick Start” services are anticipated to be incurred over an initial three (3) month period of the subscription and may be used at any time over the first year of the subscription. Any unused hours remaining at the end of the first year are forfeited.

Billing and Payment Terms

Customer shall be invoiced for the “Quick Start” services package upon execution hereof. Customer will receive monthly service summaries indicating the amount of hours incurred to-date and hours remaining. Invoice payments are due fifteen (15) days after the date of receipt of the invoice by the Customer. All amounts payable hereunder shall be paid in United States dollars.

Description of Services

Following is an estimated breakdown of hours and scope of work for the “Quick Start” package:

• Planning & Preparation	6 hours
○ Overall project planning	
○ Training – Administrator training	
○ System setup	
• Performance Measurement	6 hours
○ Training – End User training	
○ Department/measures setup	
• Performance Improvement	6 hours
○ Training – reporting	
○ Reporting setup	
• Benchmarking	2 hours
○ Training – benchmarking	
○ Benchmark setup	
• Coaching and Follow-up	5 hours
○ Revelstone will provide onsite and/or phone based coaching to assist Customer on a variety of topics including selecting measures, understanding measures, analyzing results, guidance on report development and follow up on open items.	
Total	25 hours

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