

**Common Sense Solutions LLC
P.O. Box 311
Menasha, WI 54952-0311**

December 24, 2010

Mr. Tom Stoffel
Controller
City of Menasha
140 Main Street
Menasha WI 54952-3190

Subject: Proposal to Provide Information Technology Consulting Services for 2011

Dear Mr. Stoffel:

It is our understanding that the City of Menasha (hereinafter referred to as the "City") would like to continue to utilize the services of Mr. Larry Schmitz, CCP, CMC, of Common Sense Solutions LLC (hereinafter referred to as "Common Sense Solutions"), to provide information technology consulting services to the City for the year 2011.

These services would be provided to the City by Common Sense Solutions on an "as needed" basis under your direction and subject to your approval. These services would be billed to the City on a monthly basis. Charges for these services will be billed at \$200.00 per hour plus out-of-pocket expenses.

Invoices for Common Sense Solutions services will be submitted on a monthly basis and are subject to a 1% per month service fee if not paid by the 25th of the following month.

Other terms of this engagement would be as outlined below.

Confidentiality

In the course of performing the services outlined above, under the City's direction, we may be exposed to, or have access to, materials or information the City considers confidential. Accordingly, we would be pleased to sign a confidentiality agreement drafted by the City.

Ownership of system & materials: The City of Menasha has exclusive rights of ownership of any resulting system or products, and is responsible for disclosure of information to any other interested parties.

System suitability/Final Decisions: The City of Menasha is responsible for the final selection and functionality of any hardware or software selected by the City based on recommendations provided by us. We cannot guarantee the suitability of any systems as they relate to the City's requirements. Common Sense Solutions will use its experience and best efforts to provide the City with recommendations and advice. However, the final decision, and the impact of such decision, to act on those recommendations will rest solely with the City.

Termination of services: Either party may terminate this agreement at any time by delivering written notice to the other party's business address. If the City terminates this agreement, they agree to pay for all services performed up to the time Common Sense Solutions receives written notice of the termination.

This proposal represents the entire agreement between Common Sense Solutions LLC and the City of Menasha. No other agreement, whether written or verbal, is considered binding upon either party.

Summary

In summary, we are pleased about the prospect of being able to continue to provide these consulting services to the City of Menasha. If you have any questions, please call Larry Schmitz at 731-5052.

Sincerely,

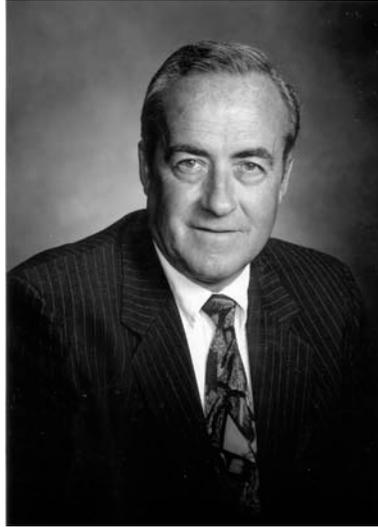
Handwritten signature of Larry Schmitz in black ink, with the initials 'CS, CMC' written to the right of the signature.

Larry Schmitz
Common Sense Solutions LLC

ENGAGEMENT ACCEPTED BY CITY OF MENASHA:

Signature and Title/date

LAWRENCE W. SCHMITZ, CMC, CCP



Position	President, Common Sense Solutions LLC
Education and Certification	B.B.A. Accounting, University of Wisconsin – Whitewater, 1965 C.M.C. (Certified Management Consultant), 1980 CCP/C.D.P. (Certified Data Processor) C.I.S.A. (Certified Information Systems Auditor)
Range of Experience	Experience includes consulting and project management for a variety of business and industrial clients as well as governmental agencies. Prior to forming Common Sense Solutions LLC, Mr. Schmitz accumulated a great deal of experience in the fields of management consulting, EDP audit assistance, computer security, systems analysis, voice and data communications, teleprocessing systems development and data center management.
Professional and Business History	Common Sense Solutions LLC President—2008 to present Strategies & Solutions, LLC: President, 1993 to 1998. Schenck SC: Executive Officer/Principal, Information Technology Consulting, 1980 to 2000. Price Waterhouse & Co.: Senior Manager, 1978 - 1980; Manager, 1974 – 1978; Consultant, 1973 – 1974.

Walker Manufacturing – Division of Tenneco:
Manager, Teleprocessing, 1973;
Manager, Data Processing and Communications, 1971 – 1973;
Manager, Data Processing, 1969 – 1971;
Senior Systems Analyst, 1968 – 1969;
Systems Analyst, 1967-1968.

Trane Company:
Systems Analyst, 1965 – 1967.

Professional and
Business
Experience,
continued

Project Manager responsible for the design and implementation of an integrated Employee Information/Payroll processing system for the 710,000 employee U.S. Postal Service. The system utilized on-line reporting and inquiry, timecards and exception time reporting to collect time and attendance and personnel information from 34,000 locations and represented 80 man-years of effort to develop and implement.

Project Manager responsible for the design of a statewide personnel/payroll system for the State of Nebraska, State of Illinois, State of Wisconsin, and State of Florida.

Functioned as the Court-appointed Chief Operating Officer of a manufacturer of wood products. Directed turnaround of company, successful employee buyout and repayment of all secured debt of predecessor company.

Provided litigation support and expert testimony in the successful defense of a court case involving a computer system project for a large quasi-governmental organization client.

Served as arbitrator in software contract dispute involving millions of dollars in claims/counter claims.

Assisted in the computer evaluation and selection process of several county governments.

Participated in numerous other consulting engagements in the areas of accounting systems, internal security and financial reporting.

Founded, and served as CEO and Chairman of the Board of Strategies & Solutions SC, and brought it from a 'green field' environment in the computer hardware and software business to being recognized as an "Honorable Mention" in the Rising Stars of the Fox Cities Chamber of Commerce competition in S & S 's first

year, to a status of “Premier Business Partner” recognition by IBM in less than 4 years.

Professional and Community Organizations and Recognitions Marquis’s Who’s Who in America, Who’s Who in the Midwest and Who’s Who in Finance & Industry biography.

Association of Information Technology Professionals—Past Association President

Foundation for Information Technology Education—Past President

Institute for Certification of Computing Professionals— former Board of Directors member

Professional and Community Organizations and Recognitions continued University of Wisconsin – Whitewater Foundation, past member of Board of Directors, Century Club, founding member.

Institute of Management Consultants, past president – Wisconsin Chapter.

Chairman, Governor’s Task Force – Small Business Regulation. Delegate – White House Conference on Small Business.

Governor’s Conference on Small Business – Executive Board and Regional Conferences Chairman.

Larry Schmitz's Service to the City of Menasha

Going back to the mid 80's, the City of Menasha has called on Larry Schmitz, and at the time Schenck Technology Solutions, which he headed up, to provide information technology consulting services and management consulting services to the City.

Over the course of time, when the City became frustrated with the perceived lack of progress that its internal Information Technology staff had made in utilizing modern computer technology within the City's operations, the City called on Schmitz and Schenck to run their IT operation for the City. During the years that followed, Schmitz directed the IT staff of Schenck in implementing new computer hardware and software technology through out the City's operations. Always on time, always within budget.

In 2000, Schmitz retired as the Executive Officer of Schenck Technology Solutions. He passed the baton to another Schenck shareholder who continued to serve the City of Menasha. When that shareholder left Schenck to go to work for another client, the City was displeased with the new arrangement that turned its account over to another division of Schenck. The City met with the President of Schenck and asked that Schenck convince Larry Schmitz to come out of retirement and service the City of Menasha account--which he did.

In 2005, Schenck had implemented most of the major projects the City had on the drawing board and Schmitz recommended that the City once again bring its IT operations back in house. He also arranged with Schenck to allow Jeff Lacey and Patrick James, who had been working on the City of Menasha account for several years, to be released from their indemnification clauses in their contracts so they could apply for the new IT positions at the City. This move saved the City \$85,000 a year ever since.

The City continued to utilize Schmitz's expertise and experience to help guide the internal IT staff at the City and provide services on an "as needed" basis so that the City could control the cost of such services.

Some of the noteworthy projects where the City has utilized Schmitz's many years of experience and expertise recently include:

--Development of a City policy on employee's use of computers for the Personnel Handbook

--Negotiating contracts on numerous IT related expenditures including printer maintenance, software acquisitions, internet access, etc.

--Development of the cost allocation system that was implemented in 2011.

--Providing ongoing guidance to the IT staff and the IT Steering Committee as requested.

Costs

It should be pointed out that Schmitz's billing rate to the City is less in 2011 than it was when he was still working for Schenck in 2006.

In addition, unlike most law firms and accounting firms, Schmitz does not charge for administrative time. The only out-of-pocket expenses billed to the City over the past three years since Schmitz formed Common Sense Solutions LLC was for mileage (at the government approved rate) for travel from his office to meetings with City personnel.

Common Sense Solutions LLC
P.O. Box 311
Menasha, WI 54952-0311
Phone: 920-731-5052
Email: LarrySchmitz2007@cs.com

Scope of Practice

Consulting to Top Management

- Organizational Issues
- Strategic Planning
- Marketing Planning
- Operational Issues
- Mentoring New Executives (including “next generation” family members)

Temporary CEO/COO

- Experience in Managing Companies in Financial Difficulty or Management Transition

Computer/Technology Related Consulting

- Strategic Information Technology Planning
- Project Management
- Temporary CIO
- Expert Witness/Arbitrator in Computer Related Litigation
- Contract Negotiation Assistance

Larry Schmitz, CCP, CMC, has over 35 years of industry and consulting experience at the executive level in the areas listed above. He is certified by the Institute of Certified Computing Professionals and the Institute of Management Consultants. His biography appears in Marquis's Who's Who in America and Who's Who in Finance and Industry. For a more detailed resume or a request for references, please contact Larry Schmitz at the address above.

“Change, for the sake of change, does not always represent progress. Let your decisions be based on common sense, knowledge and experience.”
--Larry Schmitz

