PROFESSIONAL SERVICES AGREEMENT

This service agreement between Logan Systems, Inc. ("Logan Systems") and Chatham County, North Carolina (the "County") will become effective this 1st day of July, 2012. The respective parties may execute this agreement at different times, and may sign the agreement after the effective date.

Pursuant to the terms outlined below, Logan Systems agrees to provide professional services to the Chatham County Register of Deeds ("ROD") for the management of permanent records maintained by the ROD.

I. Common Terms

1. Term of the Agreement: This agreement shall cover all day-forward services described below from July 1, 2012 through June 30, 2015.
2. Services Provided: Logan Systems provides a turnkey service that includes all necessary hardware, software, training, and support. Logan Systems is currently providing these services to the Chatham County Register of Deeds, and this agreement is a continuation of the current services.
3. Training: All necessary training for both the ROD's staff and the general public will be provided by Logan Systems at no additional charge to the County.
4. Support: Unlimited support is provided via a toll free number from 8:00AM through 5:00PM. In addition, other contact numbers for support representatives have been provided for after hours support. If the problem or question cannot be adequately answered over the telephone, then a support representative will visit the ROD's office. If equipment needs to be repaired or replaced, the target for such replacement is 24 hours.
5. New Indexing Standards: The state of North Carolina has adopted new land record indexing standards that are effective July 1, 2012. Logan Systems has made all necessary changes to its software to comply with these new standards, and successfully completed the Secretary of State's compliance review in November 2011. There will be no additional fee for the programming changes. In addition, if any equipment needs to be upgraded, Logan Systems will do so as part of our standard services.
6. Paper Index: Logan Systems will print a multiyear merge through June 30, 2012. If the County wants to continue to print a paper index after the new standards are effective, Logan Systems will print the year to date index each month.
7. Consumable Supplies: The cost of consumable supplies such as paper, toner, and portable media are not included in the prices listed below.
8. Ownership of Hardware and Software: All hardware and software provided as part of the professional services provided by Logan Systems remains the property of Logan Systems. As such, Logan Systems remains responsible for the replacement, repair, and upgrade of such equipment.
9. Year 2000 Compliance: Logan Systems warrants that all computer hardware and software provided by Logan Systems will be year 2000 compliant.

10. Changes in Technology: If technology changes require Logan Systems to change either the operating systems on which its software and hardware operate, or the type of hardware or media used in the storage of data, Logan Systems will migrate the data it manages for the ROD to the newer media at no charge to the County.
11. Authorization for past Services: If Logan Systems provides any services to the Chatham County ROD prior to the effective date of this contract, the contract specifically authorizes payments for all such satisfactorily provided services. In addition, if the agreement is signed by the parties after the effective date, the agreement authorizes payment to Logan Systems for satisfactorily provided services.
12. Integration Clause: This contract represents the entire agreement between the parties. Any modification or alteration of this agreement must be done so in writing and approved by both parties.
13. Severability: The provisions of this contract are severable, and should any court of competent jurisdiction deem any provision(s) invalid, the remaining provisions will remain valid, unless such ruling will make further performance under the contract impossible or impose an unconscionable burden upon one of the parties.
14. Termination for Convenience: Prior to the expiration of the term defined above, the County may terminate this contract for any reason without explanation by providing Logan Systems with a written notice of its intent to terminate the contract. In order to be effective, Logan Systems must receive the notice of termination at least ninety (90) days prior to the proposed termination date. Logan Systems will continue to provide all services included in this contract until the termination date. The County will remain responsible for the payment of all services that are either provided or would have been provided prior to the termination of this contract. If the County does not continue to use Logan Systems' services through the termination date, the County will remain responsible for the payment of those services based on the actual filing volumes in the ROD's office.
15. Shipping Charges: Logan Systems will ship paper indices and ordered supplies to the ROD's office. Logan Systems will invoice its actual cost (including volume discounts) for such shipping and shall not add any additional fee for handling charges.
16. Site Preparation: Chatham County shall be responsible for the timely preparation and maintenance of the installation site, including without limitation, providing adequate electrical power for all computers and peripherals, providing all necessary network cabling and firewalls, and providing adequate cooling for all servers.
17. North Carolina Law: This agreement shall be interpreted using North Carolina law.

II. Services Provided by Logan Systems

1. Traditional Indexing Services: Logan Systems will continue to provide traditional indexing services to the ROD's office. This system and service allows the ROD's

staff to input indexing data and print out various verification forms and statistical reports to insure the accuracy of the information. Paper merges will continue to be provided on a monthly and annual basis. Indexing binders are included with this service. During the term of the contract, Logan Systems will provide enhanced software for this service, including enhanced North Carolina standards code and the ability to key verify.

2. Receipting System: Logan Systems will continue to provide a customized receipting system in the ROD's office. This system will be amended to allow for names to be compared to North Carolina indexing standard rules if desired. The system will also include the ability to search the temporary index.
3. Automated Indexing: Logan Systems will continue to provide a computer system that allows for searches of each indexing database maintained by the ROD. This system will also allow linking to scanned documents to the extent that those records have been digitized.
4. Scanning of Land Records: Logan Systems will continue to provide a scanning system that allows the ROD to scan all land records and vital records. This system allows form feeding for rapid scanning of the single sided documents mandated by current North Carolina law. In order to aid verification efforts, the system places a tag in the top left corner of the scanned page when stored.
5. Printing of Scanned Records: Logan Systems will continue to provide a printing system that will allow the County to print out all scanned records in a single or double sided format offset for binder holes. The program is adjustable so that the offset can be changed if binder sizes and/or hole locations are changed. The recording binders are included in the cost of services.
6. Index and Image Retrieval: Logan Systems will provide public retrieval terminals in the vault, with printer configuration to be determined by space restrictions. These units allow the public to access and print both indexing and imaging data, including plats. In addition, this system will allow for the retrieval of the imaged index books already scanned by Logan Systems as part of a prior conversion project.
7. Remote Access: Logan Systems will provide remote access to the public of all indexing and imaging data managed by Logan Systems, to the extent that the County and the ROD desire that remote access is provided. For security reasons, this system will be separate from the in-house indexing and image retrieval units, and will have a separate data server, maintained in Greensboro.
8. Passing of data to Other County offices: Logan Systems will work with the County's MIS/IT department to accommodate the need for certain types of data created by the ROD to be accessed by other County offices. The exact methods of accessing the data will be decided at a later date.
9. Film Conversion: The state of North Carolina requires that archival microfilm for imaged data be created and sent to the archives. Logan Systems will create archival microfilm from the imaging data sent by the ROD for processing, verification, and back up.

III. Cost for Services

1. Cost for Services: Logan Systems will bill for the ongoing services it provides on a monthly basis as follows:
    - Land Record Indexing, Receipting, Scanning, Printing, Staff Input and Retrieval, and Public Retrieval shall be provided for $4.35 per land record instrument filed.
    - Vital Statistic Record Indexing, Receipting, Scanning, Printing, Staff Input and Retrieval, and Public Retrieval shall be provided at no additional cost so long as the land record system described above is in place.
    - Plats will be scanned at LSI's office in Greensboro for $6.00 per plat.
    - Remote access through the Internet will be provided for a flat fee of $500.00 per month
    - Fees for back file conversion of records will be covered by separate agreements
2. Billing in Arrears: Logan Systems bills for arrears for all of the services that it provides. Therefore, by way of illustration, services provided in July are billed in August. All invoices shall be paid in the manner and timeframe typically used by the County. However, in no case shall payment be made more than thirty days after the receipt by the County of an invoice from Logan Systems.

Approved by Chatham County:

By: Brian Bock

Print Name: Brian Bock

Title: Chair, Board of Commissioners

Attested by: Lindsay K. Ray

Date: 06-04-2012

Approved by Logan Systems, Inc.

By: Craig Sanders

Print Name: Craig Sanders

Title: President

Attested by:

Date: May 16, 2012

[Corporate Seal]

LOGAN SYSTEMS, INC.
P.O. Box 20844 • Greensboro, NC 27420
4003 Clifton Road • Greensboro, NC 27407
Toll Free: 1-800-342-2208 • Fax: 336-299-9905

May 16, 2012

Ms. Treva Seagroves
Register of Deeds
P.O. Box 756
Pittsboro, NC 27312

Re: Renewal Agreement

Dear Ms. Seagroves:

Logan Systems is proud of our long term relationship with your office. The automation enhancements made in the office have increased the efficiency of the staff and have improved the public's ability to use the records in your office. In addition, the disaster recovery protection for the records in the office has also dramatically improved. Logan Systems would not have been able to accomplish these advances without the hard work of you and your staff.

Logan Systems has developed new software to address the new state indexing standards. As a result of the software changes, we will be providing your office with new software programs before the end of the current fiscal year. This will include new public retrieval programs for both the office and on the Internet. **Logan Systems will not charge any additional fee for the substantial software development.**

The three-year contract between Logan Systems and the County expires on June 30, 2012. We propose to renew the contract for another three years at the current pricing. Logan Systems will continue to provide your office with enhancements as they are developed, including the new software for the state indexing standard changes effective July 1, 2012. Conversion work will continue to be covered by separate agreements.

I am forwarding three originals of the agreement for professional services that I have signed on behalf of Logan Systems. If these terms are acceptable to you and the County, please have the appropriate County representative sign the agreement and return one of the originals back to my attention for our records. We appreciate your business

and look forward to continuing to provide excellent service to you and your staff. If you have any questions, please contact me at the toll free number listed above at your convenience.

Sincerely,

Craig Sanders

Craig Sanders
President

Enclosures