



September 15, 2008

Mr. Russ Tiensvold
Rapid City GIS Coordinator
City of Rapid City
Rapid City Community Resource Department
300 6th Street
Rapid City, SD 57701-5035
USA
Phone: 605-394-4120
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Dear Russ,

Re: Geocortex IMF Software Subscription and Services

Thank you for your continued interest in our software and company. I am very pleased that you will be joining the Geocortex community with your planned subscription of Geocortex IMF.

As requested I have organized the following quote that has product information, licensing and pricing. I have also included a subscription price for Geocortex Statistics as well. I hope you find the offer agreeable.

Please let me know if you have any questions or concerns.

Yours truly,

Jason Close

Jason Close
Latitude Geographics Group Ltd.
(250) 381-8130 x228
Email: jclose@latitudegeo.com

Company Profile

Latitude Geographics Group Ltd., through our Geocortex Internet Mapping division, is in the business of helping people succeed with web-based geography to enable better decisions. Our Geocortex division is named after the *neocortex*—the structure responsible for visualization and communication in the human brain.

Since our launch in 1999, we've grown steadily—thanks largely to referrals from enthusiastic customers. We've invested heavily in developing new products and services that reflect the evolving needs of our clients—our business model centers around great software, expert services, and a clear vision for the future. Our firm presently consists of about forty staff.

The objectives of Geocortex are to provide the products, services, and knowledge that ensure:

- End-users have a positive Internet mapping experience, and
- Clients can develop, deploy and maintain web-based GIS as effortlessly as possible.

In 2006, we were named ESRI Canada's *2006 Foundation Business Partner of the Year*. As a highly-regarded ESRI business partner with a razor-focus on exceptional Internet geography, we offer a number of unique ArcGIS Server/ArcIMS-related solutions.

Our approach has changed the way organizations tackle web-GIS implementations and helped spawn a new industry—we simplify ArcGIS Server and ArcIMS deployment by creating great products that eliminate inefficiencies in the process of building, upgrading, and maintaining applications. Bottom line; we save people money and create a clear path to success.

Why ESRI technology? Latitude Geographics recently re-evaluated our choice of web-GIS technology for our development and hosting infrastructure. After evaluating the products and future directions of the major GIS vendors, we determined that ESRI technology remains the top overall solution. As different product lines have evolved, we believe that ESRI technology is now an even clearer choice, given ESRI's vision for the next generation of server-based GIS technology.

Fundamentally, our business is designed around what our clients need and want, short-term and long-term. We generally work with clients who have or require in-house web-based GIS implementations systems, although our cost effective and flexible hosting and co-location offerings are also popular.

We have a great services team, and a number of excellent, carefully selected implementation partners. We provide expert services to help get folks up-and-running quickly, and have a comprehensive training program to transfer the knowledge you need if you'd prefer to be self-sufficient.

Examples of Geocortex-powered applications can be viewed at: www.geocortex.com/gallery

Having successfully implemented dozens and dozens of custom web-based applications for organizations around the world, we are committed to being the best ESRI-based web-GIS technology implementation firm anywhere. This commitment is reflected in the quality of our software and services—and in the success of our clients.

Geocortex Internet Mapping Framework (IMF) for ArcIMS

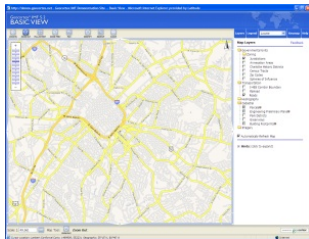
- Powerful features and tools
- Easy site creation and management
- Complete flexibility for customization



Overview

Geocortex IMF is an enterprise Internet mapping solution that provides a consistent viewer interface for ArcIMS-based applications from a variety of departments within an organization. Given its remarkable architecture and the rapid evolution of new features and tools, Geocortex IMF has emerged as a key component of many organizations' Internet mapping architectures.

Geocortex IMF provides a data neutral and business neutral template for quickly making spatial data available to internal employees, external users, and the public. Geocortex IMF sites are simple to understand for end users, require a minimum client browser configuration, and are quick to deploy by web site developers.



The product contains a set of powerful tools that make it easy to create quality web mapping applications, including built-in capabilities to display data from corporate databases when the user selects features on the map. Using Geocortex IMF, fully customized mapping sites can be set up quickly, often within a few hours. The process is simple using our Site Manager application—and often requires little or no programming.

Developed using an application service provider model, one installation of IMF is able to support any number of customized web mapping sites, without duplicating any of the code. This approach facilitates better application management, support, and maintenance.

Geocortex IMF is written in Java and Java Server Pages, and is a platform independent solution. It can be installed on Windows, UNIX, or Linux servers using your choice of web server and servlet engine. There are three primary benefits of having the mapping application processes on the server-side. First, the returned pages are thin dynamic HTML, requiring no plug-ins. This enables access by users with minimal bandwidth and computer capability. Second, the application code is protected. In a client-side solution, much of the application code is downloaded to the browser, and visible to curious users. Third, development and maintenance are easier and more efficient.

Shortly after ESRI's release of ArcIMS, core IMF was developed by our business partner Moxi Media Inc. for the Province of British Columbia and it quickly became clear many organizations needed the software. Latitude Geographics, through Moxi Media's master license agreement with the Government of British Columbia, redistributes and licenses the adapted and enhanced version called Geocortex IMF to agencies and organizations across North America and around the world. Examples at: www.geocortex.com/gallery

There are a number of optional extensions for Geocortex IMF that provide additional functionality (e.g. editing tools), turn-key applications (e.g. fleet tracking and economic development), and integration modules to simplify and maximize integration with other vendors' technologies (e.g. Business Objects, SpatialDirect). We often work directly with a vendor to ensure the highest possible degree of inter-product integration and long-term support.

Licensees benefit from the continuing enhancement of Geocortex IMF. As part of optional software maintenance, new versions of Geocortex IMF provide new features and compatibility

with new releases of ArcIMS. And while fundamentally an ArcIMS-generation product, Geocortex IMF 5.2 also includes a connector that allows organizations to leverage ArcGIS Server as part of their overall transition strategy.

Long-term, we recommend a shift to ESRI's important Application Developer Framework (ADF) platform¹, but Geocortex IMF coupled with the ArcGIS Server Connector provides an interim solution that many organizations are looking to for a gradual, measured shift to ESRI's important new ArcGIS Server technology.

Licensing

A Geocortex IMF license represents exceptional value; it is a significant body of work, representing years of design, development, and refinement.

Geocortex IMF Annual Subscription (Enterprise Edition) allows you to install the software on multiple servers at the same installation location at no additional cost. From the installation location, IMF viewers can be configured for ArcIMS Mapservices located anywhere in the world.

<p>GXIMFEA - Geocortex Internet Mapping Framework (Enterprise Edition Annual Subscription)</p> <p>Compiled Java classes, JSP scripts, supporting web documents, and documentation, with:</p> <ul style="list-style-type: none"> ▪ Annual subscription license to provide unlimited sites from the designated installation location, as per regular business. ▪ Includes Complimentary Maintenance¹ for subscription term 	<p>\$8000 USD (annual)</p>
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Maintenance is included during the subscription term and fee-for-service Technical Support is offered for Geocortex IMF, according to the terms and conditions of Latitude's Maintenance & Support Policy (L400).

While Geocortex IMF is an enterprise software product, it is relatively straightforward to set-up and configure. Latitude Geographics provides up to **five hours complimentary assistance** to new clients installing and troubleshooting Geocortex IMF. While this is usually more than enough time to install Geocortex IMF on a server, clients may wish to establish a services contract if they would like additional assistance implementing IMF or future updates within their technical architecture. Unused installation and troubleshooting hours will be used for technical support.

The IMF Discussion Forum is a resource freely available to current IMF licensees to help one another with implementation, development ideas, and troubleshooting.

¹ Geocortex IMF licensees are eligible for a discount (40%) should they wish to license Geocortex Essentials, our next-generation solution engineered from the ground-up for ArcGIS Server and Web ADF (.NET version).

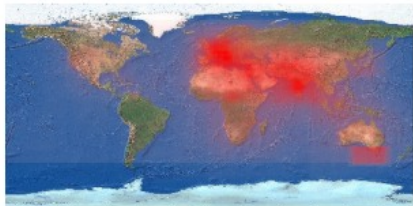
Geocortex Statistics for ArcIMS

- Improve site performance
- Adapt applications to better meet user needs
- Clearly understand your return on investment



Overview

Geocortex Statistics is a comprehensive statistics package that captures, organizes and analyzes information about your organization's ArcIMS sites. Geocortex Statistics helps you understand how people use your ArcIMS sites and provides the information you need to optimize your ArcIMS investment and improve performance. With Geocortex Statistics, you can empirically gauge the success and performance of your ArcIMS sites.



Popular Extents

In addition to measuring traffic levels, navigation patterns, and user demographics, Geocortex Statistics gives you insight into how people interact with your ArcIMS application, including the spatial information and areas of the map in which users are most interested.

Geocortex Statistics can also help diagnose and correct bottlenecks by providing information about the performance of your ArcIMS infrastructure. Geocortex Statistics can save you money by providing you with the information you need to make the correct infrastructure upgrade decisions—or to make a simple configuration change.

To view a sample report, please visit: <http://www.geocortex.com/stats>

Geocortex Statistics is a good investment because it helps empirically determine return on ArcIMS investment while providing the information you need to make more informed decisions about hardware and software purchases. Geocortex Statistics also provides value by offering insight into how ArcIMS applications can be better designed to meet user requirements.

Product Information

Geocortex Statistics is built on a suite of modules that generate different ArcIMS statistics. The plug-in based architecture of the application allows new modules to be developed and integrated easily, while it also allows new data sources to be created. Geocortex Statistics is designed to filter and group transactions, which are then output as reports. Being module-based, Geocortex Statistics can be customized to accommodate the needs of any organization.

Geocortex Statistics Modules

Geocortex Statistics modules are designed to monitor user interaction with the map service as well as the performance of your ArcIMS site. Data capture modules allow users to choose the output formats.

<i>User Interaction Modules:</i>	
▪ initial extent requests	▪ average requests per month
▪ requests per year	▪ average requests per day
▪ requests per month	▪ average requests per hour
▪ requests per day	▪ popular layers
▪ requests per hour	▪ popular extents map
<i>Performance Monitoring Modules:</i>	
▪ processing map showing which areas take the most processing time	▪ layer data performance

▪ average request time	▪ image server processing time
<i>Data Capture Modules:</i>	
▪ stores transactions in XML	▪ stores transactions in a database
▪ stores transactions in CSV format	

Geocortex Statistics Reports

Geocortex Statistics reports control statistics output. Through the report generation component administrators can filter transactions to be grouped into reports. This means that you are able to specify that all AXL files relating to a particular map service be grouped into one report, or can request statistics for a particular area of a map service using envelope filter methods. Grouping and filtering can be done on most transaction variables, such as; map service, request time, response time, image sizes, and client IP address. Reports can be configured to include certain modules. The architecture of Geocortex Statistics is designed so that new modules can be efficiently added to provide custom reporting. A run-time template can be called to automatically generate reports using Geocortex Statistics. By default Geocortex Statistics uses XSL to transform generated output into HTML files. This allows clients to have full control over the look and the feel of reports.

Software & Hardware Requirements

Geocortex Statistics is a Java application that requires approximately 100MB free disk space, and runs in a Windows or Linux environment. Once Geocortex Statistics has processed an ArcIMS log file, the log file can be archived or deleted. A Geocortex Statistics output report is typically less than 5MB, and is entirely web-based and/or Intranet accessible.

Licensing

Geocortex Statistics Annual Subscription (Business Edition) permits usage and performance statistics for **one** Mapservice deployed from a single production ArcIMS server. Version upgrades are available for the license fee difference, and upgrade maintenance is pro-rated.

<p>GXSTABE - Geocortex Statistics (Business Edition) for ArcIMS Includes source files, compiled binaries, configuration files, images, HTML documents, documentation, with:</p> <ul style="list-style-type: none"> ▪ Annual subscription for processing/analysis of log files for one (1) application at the designated installation location ▪ Up to two (2) hours of complimentary initial installation support* ▪ Includes Complimentary Maintenance¹ for the subscription term 	<p>\$1000 USD (annual)</p>
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***Unused installation and troubleshooting hours will be used for technical support.**

Maintenance is included during the subscription term and fee-for-service Technical Support are offered for Geocortex Statistics, according to the terms and conditions of Latitude's *Maintenance & Support Policy (L400)*.

Development Services

Latitude Geographics provides a range of Internet Geography related services:

- Needs assessment and application design
- Extensive ArcIMS/ArcGIS Server/ArcSDE site development and customization programming
- Map viewer/user interface development and customization
- Dataset preparation and updates
- Internet cartography
- ArcIMS/ArcGIS Server integration with existing systems
- Database development and ArcSDE integration
- Server set-up and maintenance
- ArcIMS training and migration support for IMS administrators
- Ongoing technical support for users

Our rates are as follows (all prices are in USD):

Service	Cost
Admin Support	\$ 45 / hour
Graphic Design/Webmaster	\$ 65 / hour
GIS Data Services	\$ 95 / hour
Project Management	\$ 115 / hour
Internet Cartography/Senior GIS	\$ 115 / hour
Programming/Application Development/Databases	\$ 145 / hour
Business Analysis	\$ 145 / hour
Business Analysis (Senior Consultant/Principal)	\$ 165 / hour

Latitude Geographics does not have any fixed or up front set-up charges for Internet geography, unless specifically requested by a client. We invoice only for the time it takes to actually provide a service, and we never exceed our allocated budget. If the client changes the terms of reference for the project, prior approval will be required before we exceed our budget. Unless otherwise contracted, Latitude retains intellectual property rights to developed code, which is provided to clients under non-exclusive license. This model has allowed us to dramatically lower our cost of services by providing components developed previously for other clients at the cost of implementation.

The estimate we are providing in this quotation is based on our present understanding of your requirements. While historic cost predictions have proven to be extremely accurate for specific components, it is impossible to guarantee an exact price until we establish precise terms of reference. Should you wish to proceed, we'll work with you in good faith to develop a scope document that will clearly define our project approach, deliverables, and timeline. Once we have agreement on terms of reference, we require a purchase order or approval of a Latitude Geographics work order prior to commencing project work.

Our software solutions are out-of-the-box, not unduly complicated, and most products include complimentary assistance for initial deployment. Nevertheless, it is important to bear in mind (and budget for) the fact that your Geocortex/ArcIMS/ArcGIS Server architecture is comprised of enterprise level software products that may require customization or modification as your organization's needs change over time. Likewise, user demand for site expansion often eventually necessitates some additional investment. While some of our clients have in-house staff with skill-sets that allow them to be entirely self-sufficient in the implementation of their Internet mapping architectures (we actively encourage and assist with knowledge transfer), others prefer

to take advantage of our specialized expertise. Either way, our goal is to ensure your Internet mapping system is an unqualified success.

Training & Education

Latitude Geographics offers a number of ways to support your training requirements. From highly customized training delivered in your place of business to our annual user conference sessions and workshops, our breadth of offerings fit virtually any organization's content and budget requirements.

Regional Training Sessions

Conveniently located in a computer-based training center near you, our regional training workshops are delivered by senior Geocortex IMF/Geocortex Essentials developers with hands-on application configuration and customization in a small classroom setting.

Our regional workshops are generally two days in length and are based on a series of progressively challenging exercises that have you working with - and developing - real-world Geocortex IMF or Geocortex Essentials applications.

Each of the workshops is hosted at one of ESRI's Regional Learning Centers. The computer lab classroom generally accommodates between 10-12 users, each with their own workstation equipped with the necessary ESRI/Geocortex software. Workshops run from 8:30am-5:00pm with breaks for lunch and refreshments.

For more information and to register, go to:

www.geocortex.com/training

Regional Training	
Key Benefits	Convenient location, hands-on computer-based training
Duration	2 days
Materials	Includes course material and use of workstation
Price	\$980 per 2-day workshop

Customized, On-site Training

Latitude Geographics understands that tailoring Geocortex-related training to meet an organization's unique needs can provide additional value. For organizations with a good pre-existing level of IT knowledge, we can send one of our experienced Internet Geographers to conduct custom on-site training and implementation. Latitude Geographics can also provide custom training from our Victoria headquarters.

A typical two-day program is intended to dovetail with ESRI's ArcGIS Server training course. While our course covers some ArcGIS Server-based infrastructure installation and deployment advice, it focuses on Geocortex IMF/Geocortex Essentials installation, management and customization, as well as some overall system maintenance, security considerations, and disaster recovery protocols. A worthwhile third day typically includes advanced Geocortex Essentials customization and can be spent working with staff to deliver application user training to supplement the online resources.

Should a client require additional training resources, we can provide additional in-house installation and IMS management training, tailored to meet a client's needs. This "customized" training is delivered via pre-built modules that can be assembled to create an agenda specific to you. You'll work with your assigned project manager/account manager to define this agenda.

On-site Training	
Key Benefits	Fully customized (via modules), face-to-face and highly optimized training
Duration	Single or multiple day sessions
Materials	Includes course material and is computer based (hands-on) as needed.
Price	\$2500/day. Up to five individuals may attend the training at no additional cost. This price includes trainer preparation time for standard content, but does not include customization time or travel and accommodation costs (as applicable).

Web-based Remote Training

Clients may also choose to leverage cost-effective training delivered remotely via web-based meeting software. Conveniently delivered to your developer's/staff desktop computers or projector-equipped conference room, our trainers can lead you through a number of modules with exercises tailored specifically to your needs.

Similar to customized training, our web-based training is assembled via pre-built modules that can be combined into a specific agenda. Each module runs 2 hours.

Web-based Remote Training	
Key Benefits	Convenient, cost effective, pick modules a-la-carte
Duration	Single or multiple 2 hour sessions
Materials	Includes module course material
Price	\$185 /hour (does not include preparation time)

User Conference Training

Attend our annual Geocortex User Conference (held in April in Victoria) and combine the core sessions with a number of optional pre and post conference workshops to maximize your learning experience.

Offered in a similar day-long, modular workshop format as our regional training, our user conference workshops combine developer led classroom lectures with hands-on computer-based exercises to give students an opportunity to build real-world web-GIS applications using Geocortex IMF or Essentials.

Our conference workshops offer a wide breadth of topics and cater to a diverse range of students. For more information, visit our conference homepage:

www.geocortex.com/uc

User Conference Training	
Key Benefits	Combine with user conference to maximize learning, diverse workshop offerings
Duration	Single day workshops
Materials	Includes course material, use of a computer workstation and lunch
Price	\$475 per workshop

General Technical Support

Latitude Geographics' software products involve enterprise-level development and integration with various third-party components and these software products are routinely customized and otherwise altered by clients. Consequently, personalized technical support is provided by Latitude Geographics to clients on a fee-for-service basis, similar to development or project management services.

Technical support refers to services provided to troubleshoot and resolve issues related to a client's web-GIS and/or other information technology infrastructure, including Latitude Geographics' Geocortex products (customized or out-of-the-box), ESRI products (e.g. ArcGIS Server, ArcIMS, ArcSDE) and other third party software and/or hardware.

Accessing Support

Technical support services are available during Latitude's regular business hours of 9AM – 5PM PST, Monday-Friday, excluding public holidays. You can reach us by local telephone (1-250-381-2621), by toll free number (1-888-389-2621), or by email to support@latitudegeo.com. For emergency after-hours service/support requests or by special arrangement, clients can send a short email page to alerts@latitudegeo.com. For expanded technical support needs or for regular requests outside of normal business hours, clients may choose to establish an SLA (Service Level Agreement) appropriate to your situation.

Local Telephone	1 (250) 381-2621
Toll-free (US and Canada)	1-888-389-2621
Email	support@latitudegeo.com
Emergency pager	alerts@latitudegeo.com

Looking for online help? The Geocortex Support Center is a free online resource available to licensees of Geocortex technology. The Geocortex Support Center is a portal that includes access to the Geocortex discussion forum – an area where developers, users, and administrators can share ideas, post questions and search existing topics. The Geocortex Support Center also includes whitepapers, videos, software downloads and documentation related to our ArcGIS Server generation products. The Support Center can be accessed here:

<http://support.geocortex.com>

Technical Support Billing Options

Latitude Geographics offers a pair of options for acquiring technical support. Clients may choose to purchase convenient blocks of **Pre-Paid** support (typically 8 hours) in advance, consuming this time as they make use of support resources. Alternately, if advance budgeting is not an issue, clients can choose **By Request** support which is provided as needed and invoiced monthly.

Type	Amount	Cost
Pre-paid	Blocks of 8 hours	\$115 hour
By Request	Variable	\$115 hour

More information is available in our *Maintenance & Support Policy (L400)* statement.

Price Quotation

This price quotation is valid for 30 days.

If you wish to proceed, please fax this page back to Latitude Geographics at (250) 381-8132 or call us at 1-888-578-5545.

Quotation for:	Quotation by:
City of Rapid City Rapid City Community Resource Department 300 6th Street Rapid City, SD 57701-5035 USA	Latitude Geographics Group Ltd. 204 Market Square Victoria, British Columbia Canada V8W 3C6

Software	Units	Cost/Day	Cost
Geocortex Internet Mapping Framework (Enterprise Edition Annual Subscription) - 2 years	2	\$ 8,000.00	\$ 16,000.00
Geocortex Statistics (Business Edition Annual Subscription) - 2 years	2	\$ 1,000.00	\$ 2,000.00
Subtotal Software:			\$ 18,000.00

Services	Units	Cost/Unit	Cost
Project Management/Communication	6	\$ 115.00	\$ 690.00
Navigation tools: By PLSS, Municipality, subdivision, exact address, address list & intersection	8	\$ 145.00	\$ 1,160.00
Find/Search tools: by Tax ID, legal description, owner name, address, address point by address & road by road name	16	\$ 145.00	\$ 2,320.00
Reports: Selected Features Report, Mailing labels & Export to Excel	16	\$ 145.00	\$ 2,320.00
Testing and Delivery	6	\$ 145.00	\$ 870.00
*Subtotal Services:			\$ 7,360.00
Software & Services Total:			\$ 25,360.00
Total Project Cost:			\$ 25,360.00

*Services cost not to exceed amount quoted.



My organization would tentatively like to proceed with the above described products and/or services. I understand a formal work order or contract is required for development services and a software license agreement for software products, as applicable. My acceptance of this offer is not complete until I read and accept the terms of these agreement(s).

Name

Date