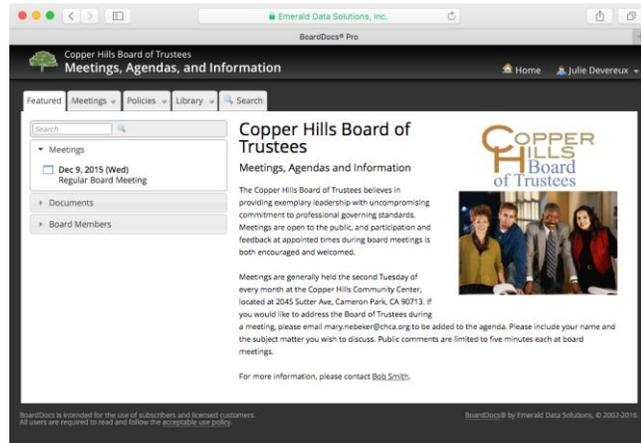


## Executive Overview

### *Introduction*

BoardDocs® Pro is a state-of-the-art, cloud-based Board Management Service from Emerald Data Solutions™. Developed specifically for public governing bodies, BoardDocs provides a means of immediately publishing and revising agenda items, supporting documents, and policies and procedures via the Internet. Staff Members can quickly and easily create, approve and track agenda items and other correspondence. BoardDocs services offer governing bodies a simple way to eliminate paper-based and less advanced electronic processes while maintaining a searchable, legal repository for all documents.



BoardDocs improves governance by making documents readily available to governing bodies, designated staff and the public in a professional, easy-to-access format. Staff maintains total control over who sees what information - and when. Governance stakeholders have immediate and ubiquitous access to their data via most Internet-connected devices. No third-party apps are required because BoardDocs is platform-independent and looks, feels and functions the same across both mobile and stationary devices.

BoardDocs goes far beyond email, PDF quick-fixes and general-purpose cloud services like Google Drive. It is a turn-key, state-of-the-art solution that includes all supervision, labor, materials, hosting, hardware, licensing, training, technical support, upgrades and documentation necessary to implement and maintain an effective electronic board document management system. With BoardDocs, there's no need to incur the cost of purchasing and supporting a thick client infrastructure; the organization need only provide Internet-connected devices to access the service.

### *Benefits Summary*

In addition to dramatic improvements in governance processes and board effectiveness, our subscribers consistently report substantial annual cost savings, time-of-staff savings of up to 75%, increased transparency with stakeholders and multiple environmental benefits.

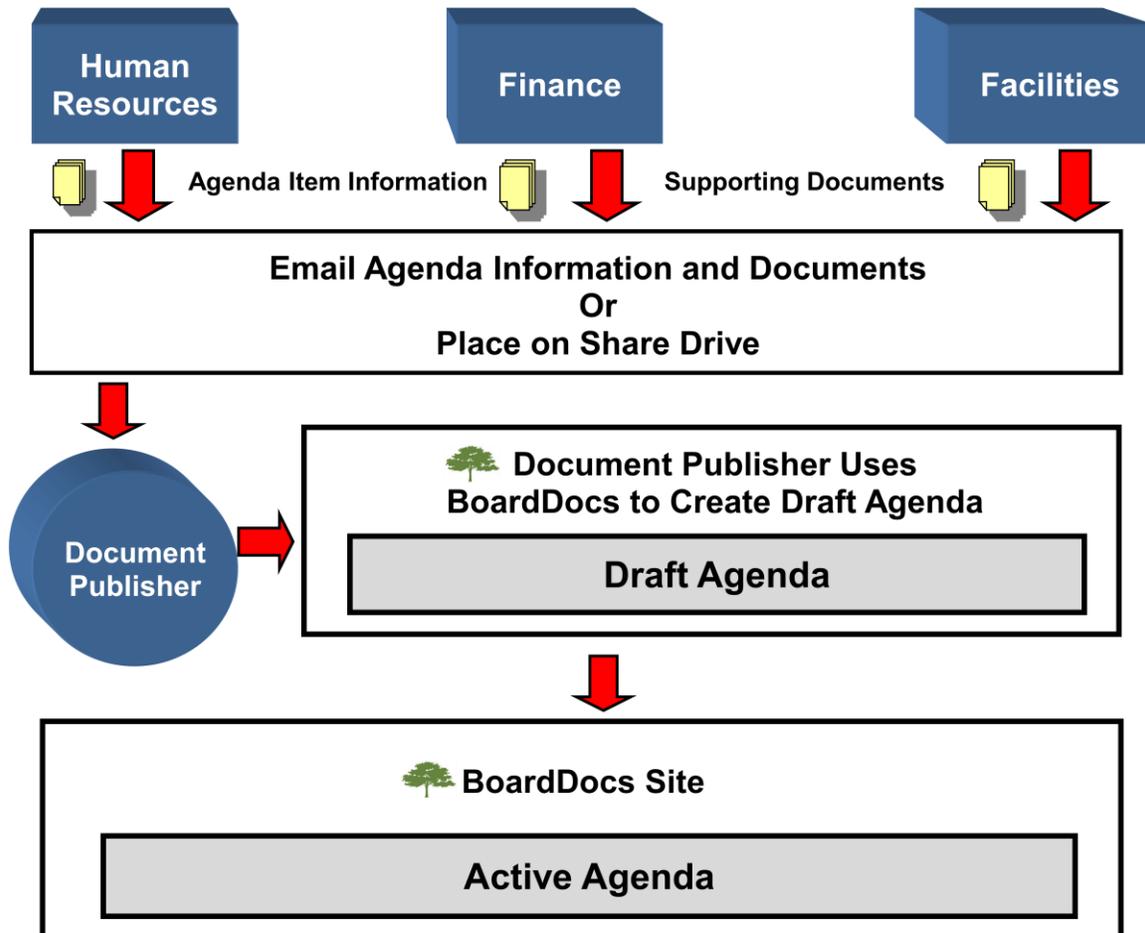
## Document Submission, Creation and Publishing

With BoardDocs, the people that create the packet are the ones who manage it. And, since BoardDocs services provide centralized data storage, stakeholders can always be confident that there is only one valid copy of agenda information to be viewed or managed. There is no confusion regarding whether or not the information being viewed is current, because everyone is looking at the same documents.

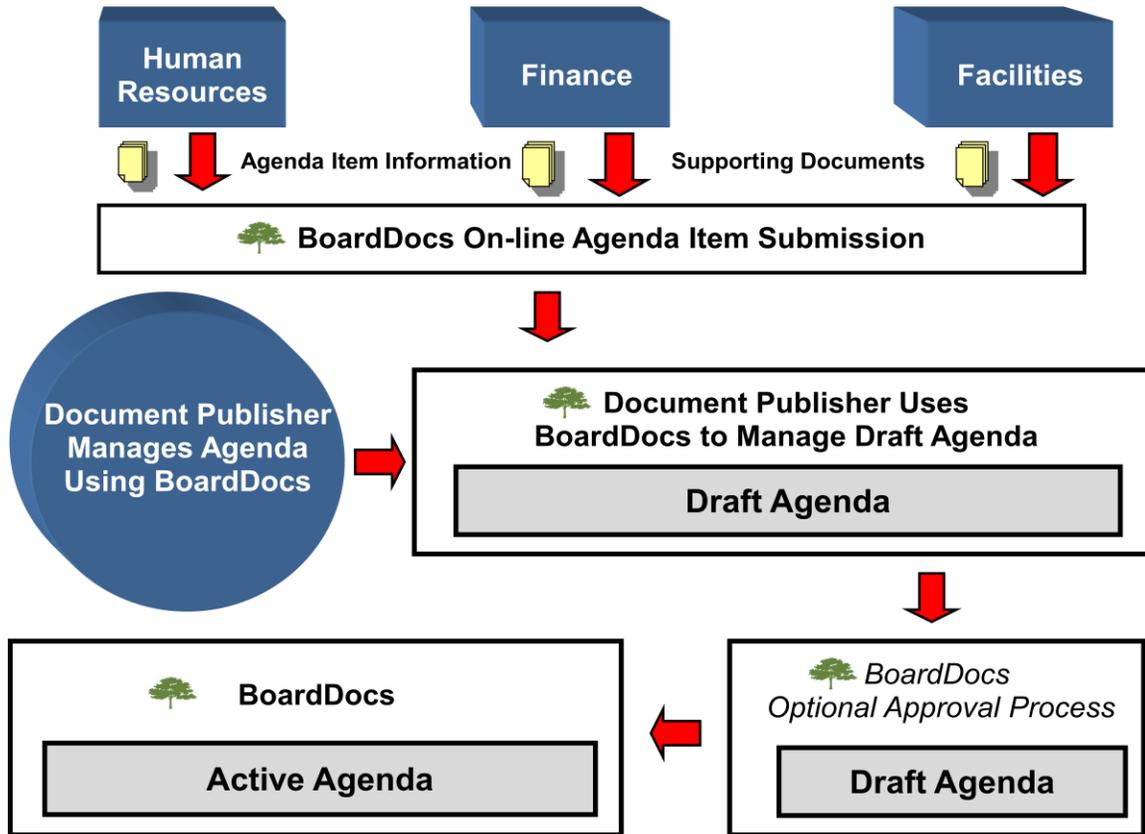
### *Document Submission Options*

BoardDocs Pro is easily customized to meet your organization’s document workflow requirements. Data can be collected and entered into the system in three ways:

Smaller organizations may prefer to designate a single person or a small group of people to gather electronic versions of their documents and enter them into the system. Using this simple method, these “document publishers” receive agenda item information and supporting documents via email or network share and create the agenda items using BoardDocs Pro document publisher software. This method often gives the document publisher(s) the ultimate control over all facets of the agenda item creation process.



The second option provides an easy way for designated staff members to create and submit their own agenda items using the BoardDocs Pro advanced user interface. As the items are submitted, the document publisher acts as the gatekeeper by ordering, checking and finalizing the agenda items.



Mid-sized and larger organizations will often choose to use online submission of agenda items due to a geographically dispersed staff or to accommodate the large volume of information that needs to be included in packets. This option also benefits submitters of regular or reoccurring reports as it provides a way for submitters to easily create, duplicate and manage their reports in a private work area.

The third option is similar to option two, but adds the ability for document submitters to select from one of several customizable approval trees that the item must proceed through prior to reaching the document publisher. Any number of approval trees can be set up where serial lists of approvers can be maintained. Once an agenda item is submitted and an approval tree is designated, an email message is sent to the first approver in the tree and the document publisher is notified. The approver then has several options:

- They can review the item and approve it
- They can edit the item and approve it with changes
- They can reject the item and send it to the original submitter
- They can send it back to any previous approver

Once approved, the correct staff member is notified via email and the item can no longer be edited by previous staff members. The next approver will have the same options and the agenda item will continue to move through the approval tree until everyone has approved the item. The document publisher can monitor this process and review the approval queue for each user. At any point, the document publisher can force approval of an item, as well as re-start the approval process.

Each document is securely stamped with the workflow history of the creator and each approver so that members of the governing body will know who signed off on each item prior to it being placed in the packet.

### *Final Publishing*

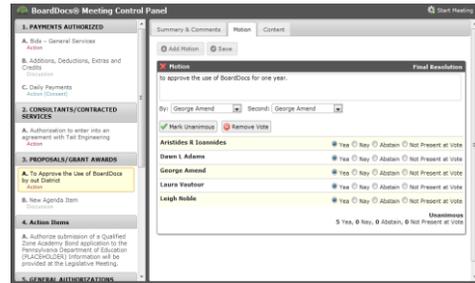
While any designated staff member can submit agenda items to draft meetings using a browser, only document publishers can activate meetings. Access is ultimately managed by the document publisher at the meeting, agenda item and sub-agenda item level. Additional workflow rules are used to release meeting information and documents based on role and by date.

The formatting of the submitted items is up to the submitter and the document publisher. Rich text formatting is available to all users, and when cutting and pasting from standard applications, formatting is preserved. By using attachments, any type of file format is supported to provide backup information. By allowing users to control the formatting and presentation of each agenda item, the organization can define exactly how the information will be presented to the board, staff and/or the public.

## Meeting Management

### *Meeting Control Panel*

BoardDocs Pro provides comprehensive tools for meeting management. The core of our meeting management is the Meeting Control Panel (MCP). The organization can designate any staff member or even a member of the governing body to be the meeting moderator. Because the MCP is a Web App, there is no software to install. Using the MCP, designated meeting moderators have the ability to move agenda items in and out of consent, re-order the agenda, record motions, record voting, enable online voting and take notes for inclusion in the minutes.



### *“Follow Me” Technology*

With BoardDocs Pro “Follow Me” technology, it’s easy to be sure that everyone is on the same page. As the meeting moderator moves through the meeting, the governing body members can follow along. They simply click on the blinking agenda item at any time and are immediately taken to the current agenda item.

### *Voting*

BoardDocs Pro is easily customizable and can collect actions in two ways. Organizations can designate a moderator to record the action details during or after the meeting, or the built-in online voting system can be used. Through the Meeting Control Panel, the action information and any additional notes are stored in each agenda item and made available to the public and authenticated users at the appropriate times.

BoardDocs Pro supports multiple motions per agenda item, multiple votes per item, real time modification of motions, automatic vote tally and provides the ability to override the results to meet virtually any voting scenario.

BoardDocs Pro also supports consent agenda items. Using the consent feature, the board can vote on several agenda items at once and BoardDocs Pro populates the resulting vote in each agenda item. Items can be removed from or added to the consent agenda in real time, during the meeting, with a simple click by the meeting moderator.

### *ScoreBoard*

No matter how action information is recorded, BoardDocs Pro can share the results with the public in real time. ScoreBoard is an automated screen that follows the progress of the meeting and keeps the public up-to-date with the actions of the board. It is typically displayed on large screens in the board room during the meeting.

## *Minutes*

BoardDocs Pro uses the action information stored in each agenda item to generate draft minutes of the meetings. Once the minutes are generated, the document publisher can format and edit using the BoardDocs Pro integrated editor. When complete, the minutes are placed in the system as an agenda item and attached to a future meeting. Once approved by the board, they are automatically released to the public and associated with the correct meeting.



## BoardDocs Pro Features and Benefits

### *Ease of Use*

BoardDocs Pro is currently being used by tens of thousands of users nationwide. This industry-standard solution provides an advanced user interface where stakeholders can access information in an intuitive manner. All information associated with agenda items, policies and library items can be consolidated in a customizable and easy-to-use electronic packet. Using the packet, designated stakeholders get an instant snapshot of all policies under consideration, current meetings, upcoming events, important documents and can even track progress of selected board goals.

Emerald Data Solutions has conducted a tremendous amount of research and taken recommendations from thousands of board members to assure that every governing body can easily navigate the service. We provide on-site training, user-friendly documentation, video tutorials, electronic manuals and online help. Plus, if any BoardDocs user ever needs additional assistance, Emerald Data Solutions provides 24-hour, live, toll-free technical support at no additional charge.

### *Annotations*

BoardDocs Pro provides support for governing body members to enter private notes on any native BoardDocs Pro document. The notes are stored separately from the organization's data in a private notebook on BoardDocs' servers. While most solutions store annotations together with the organization's data, BoardDocs Pro's private annotation solution is unique. By maintaining the information in a separate database, the organization is not required to provide the annotations in response to a FOIA request.



### *Meeting Video*

Meeting video allows stakeholders to go well beyond documents and actually view what happened during each agenda item in a meeting. This feature simplifies the task of associating and managing meeting video by providing easy-to-use tools that automate the process involved with delivering video over the Web. Users can easily associate their video with each meeting and tag individual agenda items to any part of the video, all while displaying them through the organization's existing BoardDocs interface.

Stakeholders can then use BoardDocs' powerful search tools to search for any agenda item within a meeting. Once the item is found, the stakeholder is presented with the highest fidelity experience of what actually happened during the meeting, including the agenda item, background information and video - all from one simple interface.

### *Advanced Web Application Technology*

BoardDocs' advanced Web technology provides an extremely rich user experience by delivering custom interfaces across multiple platforms without the need to install custom software or special end-user configurations. Recognizing the power of the individual to design their own Web experience, BoardDocs technology moves document management away from the IT department and to the individuals that actually create and manage the packet.

In the end, this technology helps governing bodies operate more effectively by eliminating paper, replacing less advanced electronic solutions and streamlining board packet processes. Organizations save money, time and increase transparency for their stakeholders. With BoardDocs, organizations of all sizes can significantly improve the way they create and manage board packets, access information and conduct meetings.

### *Client Requirements*

BoardDocs Pro readers and publishers can access the BoardDocs user interface via most contemporary Web browsers, from virtually anywhere, on just about any Internet-connected device. There are no thick client applications to install, update or maintain. The organization is only responsible for supplying any client hardware and network infrastructure necessary to connect to BoardDocs services via the Internet.

### *Dedicated Database*

BoardDocs uses a dedicated database and code base for each client. By using separate databases, access control lists and code for each client, Emerald Data Solutions can assure that no other BoardDocs subscriber will have unauthorized access to any organization's private data. This also prevents data corruption from spreading throughout the system.

### *Integrated Solution*

BoardDocs is the only solution to provide online meetings, library, goal tracking, events, video and policy solutions in one product. Other solutions require separate products for policies and agenda items. BoardDocs provides for all governance document needs in one simple system. This allows our clients to use one service for the features that boards need the most to support and streamline their governance activities.

### *Hosting and Technology Partners*

Our hosting environment is supported by technology partners who are regarded as the best-in-class providers of their services. Application services are provided by clusters of Oracle/Sun servers, behind four F5 enterprise load-balancers that are connected to redundant, high-speed network connections. These clusters are hosted at three SSAE 16/SOC1 audited (formally SAS 70) dedicated hosting centers located in Denver, Co Sterling, VA and Toronto, Canada. All feature emergency backup environmental systems for continuous, 7 x 24 operation. At each site, data is kept on dual, fully-redundant fiber arrays with redundant connections to all servers and independent copies of the data are kept and stored on dual Raid 5+1 configured arrays at each site, so hardware failure is extremely unlikely. Additionally, each week night, between 11:30 PM and 3:00 AM, production data is copied to a NAS-attached array. This backup is kept for 1 week, except for Friday's backup, which is stored for 3 additional weeks.

### *Storage*

BoardDocs provides document archives and instant access for at least 20 years of information. If, after 20 years the amount of information does not exceed 20 GB, additional data will be stored until the limit is reached. Data exceeding the 20-year limit will be archived on optical media and provided to the organization.

### *Customization*

BoardDocs service includes customization at no additional charge. Through customization, BoardDocs is ideal for both large and small organizations. While each organization has different agenda, formatting and workflow needs, our customization functionality assures that your processes will not be driven by the software. Rather, our technology will work to support your existing meeting format, agenda and workflow.

### *Search and MetaSearch*

BoardDocs provides the ability to perform searches against the full text of any document in the system – including attachments. The document publisher determines what documents or parts of documents users can access. Through MetaSearch, BoardDocs also provides the capability to perform searches of public agenda items and policies from similar organizations using BoardDocs services. By using this exclusive feature, staff and governing bodies can research policies and procurement on a national basis, incorporate findings into their own efforts, develop best practices, and ultimately save a great deal of time and money.

## *Custom Interface*

BoardDocs supports the branding of public and private Web apps with the subscriber's information. Organizational logo support is provided for the apps and all printed documents. At any time, the subscriber can further modify the public and private Web sites with custom verbiage and designated documents. The public areas of BoardDocs are designed to integrate with the organization's Web site, and link back to it.

BoardDocs features several ways for subscribers to access data in the BoardDocs Pro database outside of our standard interface, including RSS and XML access to all public data. Using XML and RSS, dynamic information can be integrated into existing Web sites or custom queries can be made from most popular third-party reporting tools. Custom interfaces to the BoardDocs Pro data can also be created.

## *Ownership of Data, Backups, Object and Source Code*

While BoardDocs maintains the data on behalf of each subscriber, we believe that the organization should have an up-to-date, local copy of all data. Our customers retain all ownership of content posted to their database and have exclusive control of who can access the data and when. Designated staff control access while the system and centralized storage ensure that there is only one valid and current copy of the information.

## *Technical Support*

BoardDocs provides live, 7 x 24, US-based, no-charge technical support for all document publishers and authenticated users for the life of the agreement. The technical support is available via toll-free phone number with a guaranteed response time of two hours and a 24-hour resolution.

## *User Reports*

BoardDocs is able to provide reporting on when users log in and access documents. If this information is provided to the organization, it will then be available to anyone via FOIA and Sunshine regulations. Most public governing bodies do not want this information collected or released to anyone.

## *User Accounts*

Authenticated users will need an individual user ID and password. Initially, passwords and user names will only be shared with designated document publishers. After the implementation, changes to user names and passwords can be managed by designated staff using BoardDocs' People Manager.

### *Maintenance and Updates*

Emerald Data Solutions provides ongoing maintenance, including minor fixes and updates to the software for the term of the agreement. Updates and fixes are automatically applied daily, as necessary, without user intervention. Emerald Data Solutions is continually responding to the needs of our subscribers and partners by improving our service and adding new features. This process is continuous and has taken BoardDocs from a simple paperless meeting solution to a comprehensive, sixth-generation board management solution.

Emerald Data Solutions will inform the customer and provide version upgrades as they become available at no additional charge. All version upgrades will be scheduled in advance and performed only after approval by the organization. Since BoardDocs is 100% Web based, there is no need to manage client software or install updates on workstations.

### *Training and Implementation*

We have found that video or Web training is not sufficient to ensure complete success. As a result, every implementation of BoardDocs is performed on-site.

Emerald Data Solutions will assign a dedicated Implementation Specialist and Technical Analyst to assist in the implementation of the solution. The Implementation Specialist will conduct three on-site training sessions based on our proven curriculum. Each attendee will receive documentation, customized for the subject matter of their training session. Additionally, the organization's IT staff will receive a comprehensive IT Implementation Guide.

The training sessions will be scheduled on two consecutive days and will consist of the following:

**Document Publishers** – This session is to be attended by the designated document publisher(s). The instructor will lead a six- to eight-hour session where the attendee(s) will publish an entire meeting and learn how to load and manage the data and how the data is presented by BoardDocs Pro.

**Senior Staff** – This consultative session will explore the processes and workflow in preparing information to be managed using BoardDocs Pro. This two-hour session should be attended by the senior cabinet and their administrative assistants.

**Governing Bodies** – Each member will attend a one – two hour, instructor-led session where they will learn how to access the information from any Internet-enabled location and how to participate in a meeting using BoardDocs Pro.

Other than a \$1,000, one-time start-up fee to cover travel expenses, there is no charge for initial training and implementation. Emerald Data Solutions will provide subsequent visits for training, on-site support or attendance of meetings at the organization's request. For these visits, Emerald Data Solutions will only submit travel expenses, including airfare, ground transportation and hotel, for reimbursement. The BoardDocs Web site also features documentation and video tutorials if any user would like a quick refresher on how to use the system. Emerald Data Solutions maintains support and training staff throughout the country, so help is never far away.

### *Still Need "Some" Paper?*

If some of your organization's stakeholders still want to use paper, BoardDocs Pro provides an easy way to print individual agenda items, a customized agenda or even the entire packet.

Organizations can easily customize any report by adding logos, headers, footers and formatted text to their printed documents.

## BoardDocs Plus

### *Need a Solution for Multiple Governing Bodies?*

BoardDocs Plus is a new service enhancement that enables organizations with multiple public governing bodies to provide a separate, distinct and comprehensive suite of BoardDocs services to each group via one subscription.

BoardDocs Pro can support unlimited types of meetings for different committees; however, by adding Plus, each governing body can have separate confidential meetings, separate document managers and separate administrative access. With BoardDocs Plus, BoardDocs services can provide agenda item-level security so only authenticated users in each group can access meetings, agenda items or even parts of an agenda item.

## About Emerald Data Solutions

Emerald Data Solutions is employee-owned and has been providing technology solutions to public and private organizations since 1989. Emerald Data Solutions is exclusively dedicated to the development and delivery of BoardDocs board management services. BoardDocs was initially developed in 2000, and since the national introduction of BoardDocs Pro in 2002, about 2,000 organizations have chosen BoardDocs for board management services.

## Features and Costs Summary

The BoardDocs Pro service includes the following features:

- BoardDocs eAgenda Solution for Unlimited Users
- BoardDocs ePolicy Development and Publication Solution
- BoardDocs Library with Support for Events, News, Board Goals and Board Member Pages
- Integrated Board Goals Management and Tracking
- Separate, Customizable Packets for the Board, Staff and Public
- Private Document Annotations for Governing Body Members
- Advanced Document Workflow with Support for Unlimited Number of Document Submitters
- Customizable Approval Trees and Collaborative Annotations
- Meeting Control Panel (MCP) to Display and Record all Board Actions During the Meeting
- On-line or Manual Voting with Support for Virtually Any Type of Vote
- Automated Minutes Generation and Release
- "Follow Me" so Governing Body Members Will Never Get Lost
- Automated Public ScoreBoard with Voting Results and Speaker Timers
- Customizable email Notifications
- 100% Web-based for access from Windows, Macintosh, Linux and iPad devices
- Integrated Audio Player - Listen to Meetings Indexed by Agenda Item
- Meeting Video simplifies the task of managing and associating videos for private or public meetings
- Access to BoardDocs MetaSearch
- Search Functionality for Consolidated Searches on Any Content
- 7 x 24, Secure, Power-redundant Hosting with Daily Backups
- Up to 20 Years of History with DVD Archiving of Data beyond 20 Years
- User and Security Administration via People Manager
- XML Capabilities to Dynamically Drive BoardDocs Data Into Your Organization's Web site
- Social Sharing via Twitter, Facebook and eMail
- Development, Publication and Tracking of Strategic Plan
- No Extra Charge On-site Training
- 7 x 24, Toll-free, US-based End-user Technical Support
- No Extra Charge for Customization
- Access to All Software Enhancements, Including Version Updates and Fixes for the Term of the Agreement



## BoardDocs Pro Formal Proposal

COST SUMMARY	
BoardDocs Pro Document Management System – One-time start-up fee	\$1,000
BoardDocs Pro Document Management System – Recurring Cost: (Includes maintenance/support, installation, training, updates, upgrades, implementation and customization)	\$12,000 per year
BoardDocs Plus for Pro Document Management System – Recurring Cost: (Includes maintenance/support, installation, training, implementation, updates, upgrades and customization)	\$20,000 per year

In some states, BoardDocs Pro service fees are invoiced by a designated billing agent. Services are invoiced at the beginning of each annual term. The delivery of BoardDocs services is exclusively defined by the BoardDocs End user Agreement (EUA).

### Company Contact Information

Corporate Office, Payments and Legal Notices:

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