

GBA MASTER SERIES, INC.

COMPANY BACKGROUND

General Information

GBA Master Series, Inc. (gbaMS) was established as an independent corporation in September, 2000. Previously (dating back to 1986), gbaMS was an operational division and subsidiary of the consulting engineering firm of George Butler Associates, Inc. Within this engineering firm, the *GBA Master Series*® products were first developed and applied to assist municipalities with their infrastructure asset and maintenance management needs.

gbaMS is exclusively focused on the design, development, implementation, support, maintenance and enhancement of the *GBA Master Series* software product suite. The gbaMS client community currently consists of over 200 local government agencies, with more than 4,000 end-users applying the *GBA Master Series* on a daily basis for their Enterprise Asset Management System (EAMS) needs.

Qualifications

gbaMS is structured to provide turn-key software product and services capabilities. Our staff has extensive experience in the following areas:

- Application development, including interfaces and integration with other systems
- GIS data conversion and migration, configuration and integration
- Customized report development
- Implementation planning and project management
- Legacy systems data conversion and migration
- Software installation, configuration and testing
- Training
- Technical support and software maintenance

gbaMS maintains corporate memberships in the American Water Works Association, Water Environment Federation, and American Public Works Association. We are an authorized ESRI® Business Partner (Developer and Consultant), and have been recognized as the ESRI Business Partner of the Year (2002; St. Charles, MO Region) for our GIS integration efforts.

gbaMS applies 'partner-friendly' business practices to foster relationships with other firms to extend the functionality of the *GBA Master Series* products and add value to our clients' asset management practices.

Continuity

Nine (9) members of the current gbaMS staff have been with the firm since it's inception. Since Day 1, gbaMS has continuity of leadership from all members of the

2. COMPANY BACKGROUND

2.1 GBA MASTER SERIES, INC.

2.1.1 Description

GBA Master Series, Inc. (gbaMS) is a publicly-owned, privately-traded corporation that focuses exclusively on

- design, development and enhancement of the *GBA Master Series*® suite of commercial off-the-shelf (COTS) software products for municipal EAMS applications
- implementation services for *GBA Master Series* EAMS products, including
 - project management
 - business process review
 - data conversion and migration
 - systems integration and interface development
 - GIS applications development
 - custom reports development
 - system configuration
 - software installation and performance testing
 - system administration and end-user training
- technical support and software maintenance services for *GBA Master Series* EAMS products

gbaMS was established as an independent corporation (Kansas) in October, 2000 after completing a transition from a subsidiary of George Butler Associates, Inc. – an *Engineering News Record* Top 300 consulting engineering firm. Development of the *GBA Master Series* software products dates back to the mid-1980s, and deployment of these products for municipal EAMS applications began in early-1990s.

gbaMS is a long-time Authorized ESRI Business Partner (Developer, Consultant, and Reseller), and was a recipient of an ESRI “Business Partner of the Year” award (2002) for our on-going success with the *GBA GIS Master*® product that provide “out of the box” integration with ESRI GIS products.

gbaMS promotes a “partner friendly” business approach that significantly benefits our client community. We provide, support and maintain a well-designed, fully documented Application Program Interface (API) that enables clients and third-party developers to integrate their applications with *GBA Master Series* EAMS products.

2.1.2 Present Status and Future Plans

The *GBA Master Series* COTS software product suite is illustrated on the exhibit titled “*GBA Master Series*® Infrastructure & Asset Management Software” provided in this section. Together these proven products, which are in daily use by more than 3200 users at more than 200 local government agencies across the nation, provide comprehensive EAMS functionality. Integration with the latest ESRI GIS software technologies are delivered in COTS fashion with robust capabilities, efficient configurability, and proven performance.

With our next major upgrade, Version 6.72 (scheduled for release in May, 2006), our product development efforts will be concentrated on our future Version 7 Web-based (Microsoft .NET) products.

These all-new products will retain the same core data structure as the current client/server architecture, Web-enabled *GBA Master Series* EAMS products; will apply new business rules (i.e., multi-tiered architecture); and will incorporate a complete re-design of the user interface. We anticipate Version 7 will be in development for two (2) years, and will be made available in phased releases.

2.1.3 Size and Organization

gbaMS staff currently consists of twenty-two (22) managers and specialists organized into three (3) teams:

- *Technology*
 Our Technology personnel are responsible for on-going enhancement and expansion of the *GBA Master Series* EAMS products; integration of the *GBA Master Series* products with value-added software applications; and *GBA Master Series* product documentation
- *Operations*
 Our Operations personnel are responsible for *GBA Master Series* EAMS product sales; implementation project services; and client account management
- *Administration.*
 Our Administration personnel are responsible for corporate business management; marketing and public relations; and technical support and software maintenance services

All gbaMS personnel assigned to the City’s project are from our Operations team, which is detailed on Figure 2.1, and have worked closely together on scores of similar projects for municipalities across the nation.

2.1.4 Financial Information

A summary of gbaMS revenue growth from our inception as an independent corporation is provided in the following table. These revenues have consistently produced profits for the company, and profits have been re-invested for on-going product research and development and long-term corporate growth initiatives.

Fiscal Year	Revenue Growth (%)	
	Annual	since Inception
2001	First year	
2002	51.8	51.8
2003	39.2	111.3
2004	7.6	127.3
2005	-1.3	124.2
2006 (Projected)	26.7	184.1

As a publicly-held, privately-held company gbaMS chooses not to publicly disclose detailed financial information. We are providing this qualitative information as evidence of our financial stability and potential for longevity.

gbaMS has produced the revenue growth outlined above without any increase in staff resources. This fact leads us to be very confident in our capacity to expand as necessary to meet market demands, technology advances, regulatory requirements, and other business drivers.

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1986 - George Butler Associates, Inc., an *Engineering News Record* Top 300 professional consulting engineering firm, began providing water resources infrastructure management software to local government agencies in the central US.

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1987 - It quickly became apparent that the existing software platform required greater speed and storage capacity since all data was stored in RAM. The software underwent a redesign to function as a database package.

Later that same year, software for citywide pavement management was developed. The same engineering practice standards used for the water resources software programs were used to design the Street Maintenance Programs.

1988 - The software underwent another conversion, this time to Smartware II. Additional software functionality included work order concepts and customer complaints to the sanitary sewer and street programs.

1991 - GBA's senior management made a milestone decision to develop a complete suite of infrastructure management software products specifically designed to meet the needs of public works agencies. *GBA Master Series* became the name of the software suite. The first programs suite included *GBA Sewer Master*, *GBA Street Master*, *GBA Water Master* and *GBA Storm Master*.

1992 - Informix announced the purchase of Smartware and would no longer support the Smartware system. All programs were converted to the new database format, FoxPro for DOS.

1995 - Microsoft purchased FoxPro. gbaMS recognizes the need for a software product to interface with Oracle and other ANSI Standard Relational Database Systems (RDBMS) became a priority. GBA decides to convert all programs to Microsoft C++. With the release of Version 6, the programs migrate to a standard look and feel.

1995-1999 - During this time, the *GBA Master Series* software suite was continually improved and expanded.

2000 - GBA Master Series, Inc. (gbaMS) is officially established as an independent company dedicated to the design, development and support of the *GBA Master Series* software suite. Don Pinkston, P.E. is named President and CEO; Jim Graham, P.E. is named Vice-President.

gbaMS also launches its Masters in Business Alliance Program (MBA), designed for civil engineering consultants who recommend Infrastructure Management Software (IMS) solutions to public works professionals, utility directors and city managers. gbaMS recognized that alliances better serves America's infrastructure system while increasing potential revenue opportunities for each firm through the successful implementation of software solutions for public works organizations.

In the fall of 2000, gbaMS held its first annual User Development Conference.

2001 - gbaMS continues to release updated program versions.

2002 - gbaMS is named ESRI's "Partner of the Year".

2003 - gbaMS releases Version 6.61 and Version 6.62 which included software updates with supported RDBMS (Microsoft SQL Server and Access; Oracle), video and image displays (Apple QuickTime), and report writer (Crystal Reports).

In addition, several new products are introduced including: *GBA Mobile Manager*, *GBA Accident Master*, *GBA Bridge Master*, *GBA Street Light Master*, *GBA Right-of-Way Master*, *GBA Signal Master*, *GBA Tree Master*, *GBA Parks Master* and *GBA Facility Master*.

2004 - gbaMS completes version 6.70, its most significant release to date. This release included expanded *GBA GIS Master*® products, including *GBA GIS Viewer*™. New offerings included an ESRI MapObjects LT-based GIS utility application; and a .NET technology based, ESRI ArcIMS deployed GIS application that provides for user access via Intranet/Internet.

In addition to streamlining its maintenance management applications for increased efficiency, Version 6.70 included a new integrated Work Planning & Budgeting application that allows for complete work cost accounting. gbaMS also develops an interface with third-party financial systems.

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For two decades, the *GBA Master Series*® software suite has delivered the essential information technology tools to Public Works and Utility agencies nationwide. Over 200 agencies currently apply our innovative, practical, GIS-enhanced solutions to approach infrastructure asset management. *GBA Master Series* software combines maintenance management, asset inventory and inspection, and GIS compatibility to provide you with the most comprehensive infrastructure management program available on the market.

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gbaMS Announces 2007 Annual Conference & Training

Master Series, Inc., (gbaMS) has confirmed the date and location of its 2007 Annual Conference & Training. This year's conference will be held Monday, Oct. 1, to Wednesday, Oct. 3, in Kansas City, Missouri at the Westin Crown Center. [Read More >>](#)

In the News: Integrating GIS for Infrastructure Management

The Town of Gilbert, Arizona, was featured in the Fall issue of ArcNews. Check out the article on the [ESRI site](#).

In the News: New Server Cures Regional Utility's Timeout Problems

Sanitation District No. 1 of Northern Kentucky, a longtime gbaMS user, was featured in WaterWorld magazine. Check out the article on the [WaterWorld site](#).

Case Study: A Vision for Valves: Cross-Departmental Workflow for Infrastructure Maintenance

Otay Water District, a water utility agency that provides services to the southeast side of California's San Diego County, keeps a close eye on underground assets. Overseeing a service area of 129 square miles, the water district maintains roughly 17,000 system valves, 7,000 control valves and 5,400 fire hydrants. Today, hard work, wise decisions and new technologies have brought Otay close to completing a cross-department workflow that will increase the efficiency of valve and hydrant maintenance.

[Click here to Download this case study!](#)

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VENDOR QUESTIONNAIRE

Vendor Name:	GBA Master Series, Inc. (gbaMS)
Vendor is Prime Contractor?: (Yes/No)	Yes

1. Please state the year the Vendor started in the business of selling Enterprise Asset Management System solutions?

Year Started Selling Enterprise Asset Management Systems
1991; development of GBA Master Series® EMS software products dates back to mid-1980s

2. Please state the year the Vendor started in the business of selling Enterprise Asset Management System solutions to City and local governments?

Year Started Selling Enterprise Asset Management Systems to City and County governments
1991; gbaMS focuses exclusively on City and local governments

3. Where is the Vendor's closest support facility/sales office?

Support Facility Location
We will utilize a subcontractor, Bristol Technical Services, Inc. (BTSI), as a local contact for the City during the implementation project; BTSI is located in Grosse Point Park, MI; our assigned EAMS specialist is located in Guelph, ON (Canada); post-implementation support is centralized through our corporate Help Desk resources

Sales Office Location
Overland Park, KS (metropolitan Kansas City)

4. Where is the Vendor company's headquarters?

Company Headquarters Location
Overland Park, KS

5. Please list the Vendor's sales in the previous four years:

Year	Sales
2005	\$2.5M
2004	\$2.6M
2003	\$2.4M
2002	\$1.7M

6. Please list the number of NEW Enterprise Asset Management System installations in the previous three years:

Year	Sales
2005	26
2004	19
2003	25

7. State the total number of employees 22.

8. How many total employees does the Vendor have in each of the following categories:

Area	Number
Sales/Marketing	3
Management/Administration	4
Help Desk Staff	4
Implementation Staff	4
Development Staff	5
Other	2

9. How long has the current version of the Vendor software been in production?

Duration
The proposed Version 6.71 has been in production since July, 2005

10. The City requests that the Vendor agrees to a two year warranty. The warranty period would start on the day of final approval for payment, after the system is installed and functioning properly, and after the City's authorized representative and consultants have tested and approved the system. Does the Vendor agree with this condition?

Yes	No
X	

If the Vendor does not agree, what is the longest time that the Vendor would agree to an "on-site" warranty?

Duration
N/A

11. If the City purchases enterprise asset management system software from the Vendor, will a copy of the source code be provided?

Yes	No
X	

If not, will the source code be placed in escrow?

Yes	No
X if required	

12. Is there a fee for providing the source code and/or putting the source code in escrow?
If so, what is it?

Yes	No
X	

Cost: To be determined; requirements for maintaining escrow account to be set forth by separate agreement

13. Are all items quoted F.O.B. delivered, freight prepaid and allowed?

Yes	No
X	

14. Does the Vendor have a toll-free support line?

Yes	No
X	

15. Does the Vendor have a User Group?

Yes	No
X	

16. Will the Vendor provide all periodic enhancements to the software at no additional charge, beyond the annual support agreement?

Yes	No
X	

17. What is the Vendor's average response time (hours) for a telephone response to a service call?

Average Response Time
Generally a response (call answered or returned; e-mailed receipt acknowledged) is issued within 2 minutes; overall average is less than 30 minutes

18. What is the Vendor's guaranteed maximum response time (hours)?

Maximum Guaranteed Response Time

Next business day

19. Does the Vendor provide product upgrades automatically or on demand?

Automatic vs. Demand Upgrade Approach

We provide either approach based on each individual client's request.

20. Do upgrades or enhancements require third party implementation assistance?

	Yes	No
		X
If Yes, state percentage of required assistance		

21. How often does the Vendor normally release product upgrades or enhancements?

Upgrade/Enhancement Frequency

No more than two (2) major upgrades are released each year. Minor enhancements may also be released at any time with a service pack, typically every other month.

22. How many fully operational installations has the Vendor completed as follows:

Location	Michigan	Nationally
As of 01/01/2006		
City Government	5	121
County Government	1	17
Other	1	71
Authority/District Service Providers		
Overall:	7	209

23. Please describe the Vendor's commitment to providing enterprise asset management system solutions for the City Government market?

Commitment to the City Government Market

gbaMS has made a commitment to date for providing EAMS solutions to the City Government market that consists of

- twenty (20) years of continuous *GBA Master Series* EAMS product development efforts
- fourteen (14) years of continuous support and maintenance of City Government agencies with installed *GBA Master Series* EAMS products
- continuous re-investment of more than sixty percent (60%) of software revenues into product research and development
- active membership and participation in industry associations (including American Public Works Association, American Waterworks Association, Water Environment Federation) and focus groups (ESRI Water/Wastewater Database Design Group, WEF GIS Implementation Task Force, and Buried Asset Management Institute)

Board of Directors, Chief Executive Officer & President Don Pinkston, P.E., and Chief Operating Officer and Vice President Jim Graham, P.E.

FINANCIAL STABILITY

As a publicly-held, privately-traded company gbaMS chooses not to publicly disclose detailed financial information. We feel the following summary of key financial parameters over the last three (3) completed Fiscal Years (FY) serves as a clear statement of the financial strength and stability of gbaMS.

Assets	FY2006	\$2,172,261
	FY2005	\$1,097,019
	FY2004	\$1,073,634
Gross Revenue	FY2006	\$3,640,458
	FY2005	\$2,525,867
	FY2004	\$2,560,091
Net Income before Taxes and Amortization	FY2006	\$857,406 (23.6%)
	FY2005	\$191,530 (7.6%)
	FY2004	\$134,816 (5.3%)

SOFTWARE EVOLUTION

The evolution of the *GBA Master Series* software product suite is outlined.

The *GBA Master Series* EAMS products continuously evolve based on the needs of our clients, target market, and strategic partners. These products have dramatically improved, in terms of both technical and functional capabilities, since the inception in 1986.

Product development efforts are underway for the Version 7 *GBA Master Series* products, with initial release anticipated in October 2007. As with all previous version releases, gbaMS clients participating in the Annual Support and Maintenance (ASM) Program will be granted the opportunity to migrate to the new products at no additional costs for software licenses or data translation services.

The strategy gbaMS intends to apply for the Version 7 migration is to release those products associated with work management functionality first, followed with a phased release of those products associated with asset management functionality. Our intent is to fully support the parallel and integrated operation of both Version 6.7x and Version 7 products by our clients over the duration of the complete migration path.

SOURCE CODE ACCESS

We recommend to clients requesting access to the *GBA Master Series* source code use of a three-party escrow agreement. This type of escrow agreement allows a client conditional access to the source code through a third-party, and dictates the manner in which the source code will be administered.

The history of the software development dating back to 1986.

GBA Master Series® Version History

Release Date	Version	Databases	Comments
1986	1.x	Lotus Symphony	Database to track sanitary sewer assets and inspection data
1987	2.0	Smart	Line Management System (LMS) - a sanitary sewer asset tracking software system
	2.1		Street Management System (SMS) added
1989	3.x	Smartware	System enhanced with added work tracking, sign management, water distribution tracking, and storm systems; entire suite named <i>GBA Master Series</i>
1992	4.x	Foxpro for DOS	Converted and upgraded all modules to utilize Foxpro database system
1995	5.x	Foxpro for Windows	Converted and upgraded all modules to utilize Foxpro database system and made it Windows compliant; added extension to ArcView 3.2
June 1998	6.0	Access	Totally re-wrote and enhanced modules to utilize Visual C++ programming environment
December 1998	6.1		Added <i>GBA Accident Manager</i>
June 1999	6.2	Access Oracle SQL Server	Added Oracle and SQL Server to available database platforms and enhanced <i>GBA Sewer Master</i> , <i>GBA Work Master</i> , <i>GBA GIS Master</i> ; added <i>GBA GIS Toolkit for Sewer</i>
May 2000	6.3		Enhanced <i>GBA Street Master</i> ; added <i>GBA GIS Toolkit for Street</i> and new <i>GBA Warehouse Master</i>
March 2001	6.4		Enhanced <i>GBA Water Master</i> , <i>GBA Storm Master</i> , <i>GBA Sign Master</i> ; added <i>GBA GIS Toolkits for Water, Storm and Signs</i>
December 2001	6.5		Added <i>GBA Fleet Master</i> and <i>GBA Equipment Master</i> , and extension for ArcGIS
August 2002	6.6		First use of new base class for <i>GBA Sewer Master</i> and <i>GBA Storm Master</i> with added overall functionality
March 2003	6.61		Added <i>GBA ROW Manager</i> , <i>GBA Street Light Manager</i> , <i>GBA Signal Manager</i> , <i>GBA Tree Master</i> , and <i>GBA Parks Master</i>
November 2003	6.62		Added <i>GBA Water Master Raw Water</i> and <i>Recycled Water</i> modules, and <i>GBA Facility Master</i>
June 2004	6.7		Conversion of <i>GBA Work Master</i> to the new base class, with numerous enhancements
May 2005	6.71		General improvements to existing product line; ArcGIS 9 extension now available
June 2006	6.72		Final conversion of <i>GBA Street Master</i> to new base class functionality; expansion of <i>GBA Facility Master</i> capabilities; general improvements to many products
October 2006	6.73		Added <i>GBA Equipment Master Travel Log</i> and <i>Daily Inspection</i> modules; enhanced <i>GBA Water Master Backflow</i> modules