

Electronic Real Estate Recording Task Force

Business Analyst Services Proposal

Table of Contents

1.0 Introduction	2
2.0 Overview	2
3.0 Background	4
4.0 Scope and Objectives	8
5.0 Approach	8
5.1 Methodology	8
5.2 Our Approach	9
5.2.1 Project Kickoff	10
5.2.2 Conduct Interviews	11
5.2.3 Conduct County Survey	11
5.2.4 Review Other States' Processes	12
5.2.5 Draft Models and Standards	12
5.2.6 Final Review and Approval	13
5.3 Work Plan	13
5.4 Deliverables	16
5.5 Project Management Approach	18
6.0 Profile	19
6.1 Why BenNevis	19
6.2 Company Profile	19
6.3 Project Team	23
6.4 Resumes	24
6.4 Example Projects and References	28

INTRODUCTION

The following is the proposal of BenNevis, Inc. to assist the Electronic Real Estate Recording Task Force of the State of Minnesota in response to your Request For Proposal for Business Analyst Services.

OVERVIEW

Virtually all taxpayers and corporations in the State of Minnesota use real estate records. Minnesota county recorders and registrars work very hard to operate efficiently and cost-effectively, and to date they have succeeded. However, they are presently equipped to handle only paper documents for recording. The Minnesota Legislature authorized the creation of the Electronic Real Estate Recording Task Force effective August 1, 2000. The objective of the Task Force is:

- to analyze the current real estate recording environment in Minnesota and other jurisdictions,
- to develop a high-level model of public and private real estate recording processes in Minnesota,
- to establish the business rules for an electronic real estate recording system,
- to develop a working pilot project, and
- to finalize its definition of the necessary features and standards for electronic real estate recording systems in Minnesota.

BenNevis, Inc, is thrilled at the opportunity to be involved in the creation of the standards and processes for the electronic recording of real estate documents in the State of Minnesota. BenNevis is focused on helping companies and organizations provide the best service to their customers so this project falls into our area of expertise. The proposal we have laid out will set the all-important foundation necessary for a project that aims to accomplish so much. The ultimate goal for BenNevis is to create something that is so intuitive and positive that the State of Minnesota as well as the national community will adopt the standards created. We thank you for this opportunity.

BenNevis and our partners will utilize industry best practices and our expertise in the creation of standards to create the foundation for an electronic real estate recording process. Our legal team, headed up by attorney Charles Carpenter of the Minneapolis law firm, Fabyanske, Westra & Hart, P.A., with his thirteen years of experience practicing real estate law and handling basic to complex real estate transactions, will advise our business analysts on the current practices and processes in relation to the proposed electronic recording process. The current working relationship that exists between Charlie, his firm and with members of the ERERTF will assist in the flow of knowledge between the ERERTF and the BenNevis team.

Javelin Solutions brings their leadership and expertise in the creation of electronic standards, in requirements definition and business process design, and in systems development and integration. They know the processes involved in bringing together many diverse interests and concerns into consideration as seen by their work in the creation of the XML standards for the Agricultural industry. Their extensive expertise in process design and systems development will assure a practical, effective solution.

The project will flow in the following order. In week 1 of the project, we will finalize the interview schedule and project plan, and hold a kickoff meeting. The next four to six weeks, the team will be collecting information on a number of fronts. They will interview counties selected by the ERERTF to gather information necessary for modeling business processes and the formation of the standards. They will interview representative business and professional associations. They will direct and oversee state interns, who will do phone interviews with the remaining counties. They will analyze current practice in place on the national level. They will also research software that is available. During the next phase of the project (weeks seven through thirteen) the team will draft the processes, business rules and standards, and the cost/benefit analysis. This will be a very iterative process with participation from a small group of task force members and/or others selected by the state. The last five weeks of the project will be devoted to review of the models and standards with the appropriate audiences.

BenNevis has brought together a custom tailored team to fulfill the needs of the ERERTF in the creation of electronic standards for real estate. Leadership in legal, standards, process, technology, and project management all will contribute to the success of this endeavor. Our team will take our knowledge out to the counties,

uncover how to integrate the current processes into an electronic format, and present the new standards to the ERERTF.

BACKGROUND

We consider a sound working knowledge of the real estate industry's practices and procedures vital to the evaluation of existing processes and completion of the design and standards development work contemplated by the RFP and this proposal. Especially through the involvement of the real estate attorneys at the Fabyanske, Westra & Hart, P.A. law firm, we have an intimate familiarity with the various and many transactions, players, documents, legal requirements, practices, procedures and customs which shape the existing recording process and system.

Transactions span a broad spectrum of complexity, but all share basic elements and similarities in regard to recording. An example of a real estate transaction on the simpler end of that spectrum is the straightforward sale of a residential lot, say, for cash. Relatively few private parties are ordinarily involved (e.g. buyer, seller, realtor(s), and possibly a title company and/or attorney to close the transaction). Only a few documents are usually delivered to the county recording office in order to effect this sort of deal (e.g., deed, affidavit of purchaser (if Torrens), well certification, certificate of real estate value). The county recording process involves a series of steps including verification of real estate tax matters (tax parcel check, delinquent tax check), review of the deed, receipt of well certificate, CRV, calculation and receipt of deed tax and other recording fees, etc. Critical to the transaction is that the deed contain all necessary information which must be accurate and consistent with the county records, be in recordable form and be recorded or filed in a timely manner. While this is ordinarily a straightforward matter, complexities can arise even in these simplest of transactions. For example, the seller's name as it appears in the deed may be different than as set forth on the county records. The legal description, which appears on the deed, may vary from that appearing on the county records. The seller may be an estate or trust triggering requirements to submit and record additional documents confirming the authority of the trustee or personal representative to transfer title (e.g. certificates of trust, affidavits of trustees, wills, letters testamentary), sometimes with the pre-approval of an examiner of titles. The signature of the seller may be illegible or not properly notarized. The proper deed tax or recording fees may

not accompany the deed. These problems may not always be difficult to correct, but may cause the conveyance of title to be rejected by the recording officials and the transaction to be delayed. These are the sorts of the many and varied minor problems and considerations which will need to be carefully inventoried and addressed, in addition to the most basic elements of the recording system, in order for the requested standards and processes of an electronic real estate recording system to be established and to work well.

An example of a transaction that lies at the other end of the spectrum is a commercial real estate project; say a shopping center development project. Such a project may involve many parties with varying interests (e.g. sellers, buyers/borrowers, tenants, subtenants, primary lenders, secondary lenders, county surveyors, other governmental officials and entities, attorneys, title companies, etc.) and many components, such as acquisition by the project developer of multiple parcels from multiple sellers; platting of those parcels; establishing reciprocal easements and covenants against the platted property governing cross parking and access easements, as well as architectural and use controls; establishing the rights of tenants and future tenants in the property; borrowing and securing construction financing; borrowing and securing of "loans" from governmental entities (e.g., TIF monies); and establishing the relative priorities of interest in the project land between owners, easements holders, tenants and the various lender entities. The closing of such a project may involve hundreds of documents from simple deeds to complex or unusual loan or reciprocal easement agreements, each of which will need to be recorded in the proper order at the appropriate county recording office (i.e., Recorder's Office, Registrar of Titles Office, or sometimes both) to satisfy the contractual expectations of the parties, including maintaining clear title and the agreed upon priorities in interest between the parties. Most of the parties to such a deal will rely on a title company to close the transaction and handle the recording process. All parties, however, will need for that recording process to be completed quickly and properly in order for their respective interests in the project property to be fully protected. Like a simple lot sale, it is critical that the documents which need to be recorded contain all necessary and accurate information consistent with the county records, be in recordable form, and be recorded or filed, as the case may be, in a timely manner and, in this context, in the right order. The county processes for completing the recording of these documents are substantially similar to those for recording a simple residential lot deal, but on a broader scale. However, the seemingly small errors and inconsistencies that occasionally appear, like those

mentioned above in relation to a simple residential lot deal, can create bigger problems in these more complex transactions. Again, it will be very important to carefully inventory and address each of the many requirements, documents and steps that are involved in the recording of all real estate transactions, both simple and complex, in order that an electronic recording system be efficient and effective.

The foregoing transactions provided as examples above are a few of the many transactions and matters that rely upon the real estate recording system. There are many others that could be mentioned. An example is residential mortgage loans that are packaged to become part of the secondary market (i.e., Fannie Mae, Freddie Mac). This industry accounts for a huge volume of recordings, has many players in addition to those identified above (e.g., originating lenders, warehouse lenders, servicers, investors, the federal government, etc.), and employs processes and protocols, which are unique to the industry. All of these are dependent upon the accuracy and efficiency of the county recording systems. Special care will need to be taken in accounting for the current business practices of this industry that bear on the design of an electronic real estate recording system. Fortunately, various professional groups associated with this industry have already done substantial work toward developing and integrating their industry standards in regard to electronic real estate recording processes. We expect to apply their progress toward the proposed work at hand.

For sake of some brevity, the foregoing examples do not detail the internal county processes involved in completing the recording system. Nevertheless, we recognize the various roles and procedures that each of the county treasurer, auditor, examiner of titles and recorder/registrar of titles plays and completes in the recording process, notwithstanding that the process is often done out of sight in the "backrooms" of the county offices.

Lastly, we understand that the integrity of the archival function of the county real estate records and recording process must be absolutely maintained while implementing an electronic recording process. The real estate industry, including abstracting and title insurance companies, as well as the real estate bar, all rely heavily upon current indexing practices and accessibility of county record systems in order to complete their various abstracting and title examination roles, whether in connection with transactions like those mentioned above, Torrens title registration or proceedings subsequent, mechanic lien matters, boundary disputes or otherwise. We expect an

electronic real estate recording process to dovetail with that archival function of the county real estate record in order to make those real estate records more readily accessible to those industry groups and the general public, while maintaining the necessary order and integrity.

Although we have broad familiarity with current real estate practices in Minnesota, we expect to investigate and incorporate the work product completed by other groups in regard to various items comprising the Task Force's 37 items of concern, including, obviously, the work completed by the Task Force itself. The following is a partial list of such resources referenced in the Task Force minutes that currently appear available to us:

1. Larry Dalien's two document flow models: typical document processing flow and typical document flow (7/17/2000 Task Force Meeting, agenda item 2)
2. Cohasset Associates presentation on electronic records management -- 2000 annual meeting of National Association of Secretaries of State (7/17/2000 Task Force Meeting, agenda item 3)
3. Patricia Brumfield Fry's article "A Preliminary Analysis of Federal and State Electronic Commerce Laws" (7/17/2000 Task Force Meeting, agenda item 4)
4. Arizona, Arkansas, California, Missouri and Utah amended recording laws (8/17/2000 Task Force Meeting, agenda item 6)
5. Utah and Florida E-signature statutes (8/17/2000 Task Force Meeting, agenda item 8)
6. July 2000 issue of *The Real Estate Record* - Fundamental Principles of Acknowledgment (8/17/2000 Task Force Meeting, agenda item 8)
7. Bill Batcher presentation on payment system options (8/17/2000 Task Force Meeting, agenda item 9)
8. Electronic real estate recording materials from Broward County, Florida, Maricopa County, Arizona, Orange County, California, and Salt Lake County, Utah (9/14/2000 Task Force Meeting, agenda item 3)
9. Minnesota Association of County Officers Report on the Status Quo of Information and Technology at the County Level (9/14/2000 Task Force Meeting, agenda item 4)
10. Land records modernization proposal -- draft (11/16/2000 Task Force Meeting, agenda item 3)

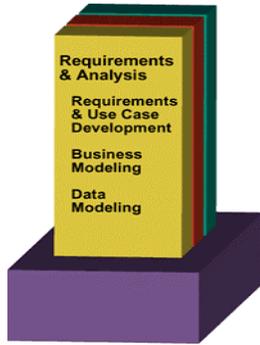
11. Other Electronic Recording Systems in Place - UCC, courts, patent office, SEC (per 3/15/2001 Task Force Meeting, agenda item 6)
12. Carmen Bramante presentation on use and recording of electronic real estate instruments from presentation made October 26, 2001 (11/8/2001 Task Force Meeting, agenda item 5)
13. Task Force's Legal Subcommittee's identification of issues to examine in Minnesota law (11/8/01 Task Force Meeting, agenda item 6)
14. County Technology Consortia/County Recorder's work flow diagrams for the legal process (11/8/01 Task Force Meeting, agenda item 10).

4.0 SCOPE AND OBJECTIVES

The scope of the project is to examine the real estate recording process in the Minnesota public and private institutions, including but not limited to the Recorder, Auditor and Treasurer and private industry groups, and also including but not limited to lenders and title companies. The ultimate objective of the Electronic Real Estate Recording Task Force (ERERTF) is to establish electronic real estate recording in Minnesota, in order to improve access and efficiencies for all parties in the process. The objective of this phase of the work effort is to recommend standards for the business rules of an electronic real estate recording process, with a concentration on the legal, technological, operational, and functional contexts for that process, to develop best practice recommendations for workflow and business processes, to develop functional, technical and process specifications for use in evaluating technology options, and to develop cost/benefit analysis for the recommendations.

5.0 APPROACH

5.1 METHODOLOGY



and standards.

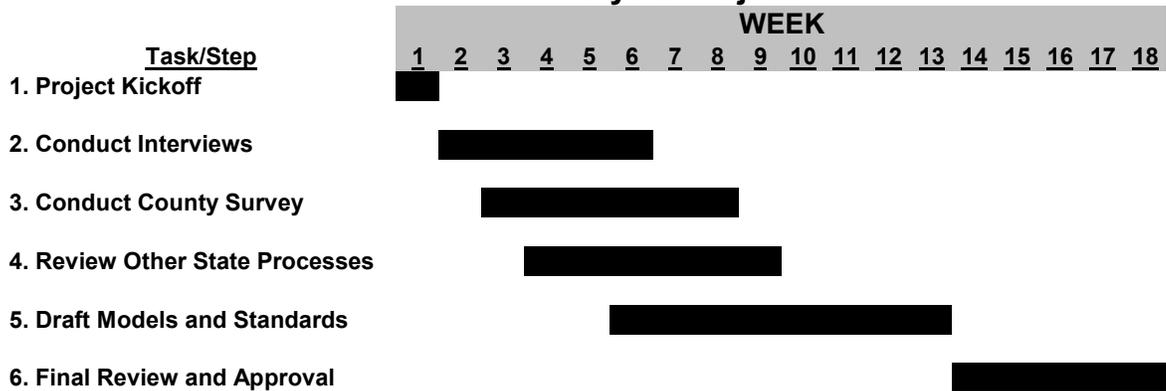
Project teams often spend too little time learning about the actual requirements, challenges, and standards necessary for, long term, project success. Without a clear understanding of these issues, organizations can easily develop off-target solutions, miss critical windows of opportunity, and limit project success. On the other hand, organizations that follow a proven process tend to get it right from the beginning, avoiding the costs of releasing revisions later in the solution life cycle. Therefore, BenNevis has adopted industry best practices for gathering and managing requirements, research,

Requirements & Analysis is the process of defining your systems requirements and standards. This involves obtaining a clear understanding of the opportunities – such as, current challenges, expectations, best practice, and the environment – and then defining the standards and requirements a system must support in order to maximize those opportunities.

5.2 OUR APPROACH

We have taken our methodology and customized it to fit the scope and objectives of this project, in order to develop our approach. The bar chart below summarizes the tasks and estimated timeframe of our approach.

ERERTF - Analysis Project



5.2.1 Project Kickoff

During the first week of the project, we will perform several tasks to initiate the project. We will work with the state project manager to finalize the work plan and confirm the interview schedule. We will review the minutes of the ERERTF and related materials. In addition, we will prepare for and conduct a kickoff session with appropriate ERERTF and State personnel to help familiarize them with the project scope, objectives, schedule, deliverables, etc. We will also prepare and send interview agendas to the county personnel who will participate in the interviews, so that they will be well prepared to participate.

5.2.2 Conduct Interviews

To begin this task, we will interview state personnel and prepare an overview of the real estate business processes and transactions, based on our understanding of the process and on input from the initial interviews. We will use this to prepare the analysis teams that will conduct the county and business interviews.

In order to confirm our understanding of the current real estate process across the state, we will conduct a series of interviews with a cross section of counties and businesses. Your RFP recommends that 21 counties participate in the interviews. We suggest that these include small, medium and large counties with good geographic representation. We will conduct site visits at each of the counties. During the site visits, we will meet with the county Recorder, Auditor and Treasurer and their staff to walk through their real estate business policies, processes and procedures, and collect representative documentation. We will also discuss issues, concerns and recommendations they have regarding electronic real estate processing. We expect to complete most of the site visits in one day.

We also will conduct interviews with representative businesses and professional associations that participate in the process. The state will select the participants, whom we assume will include representatives from the title insurance, residential mortgage, and agent/broker communities, as well as the real property section of the state bar association. Similar to the county interviews, we will conduct site visits to review processes, collect examples and discuss issues, concerns and recommendations they have regarding electronic real estate processing. We assume we will conduct six of these interviews, and that all will be located in Minnesota. We will also meet with representative industry associations to understand their issues, concerns and recommendations.

Upon completion of the interviews, we will summarize the results and deliver these to the project steering committee.

5.2.3 Conduct County Survey

We want to be sure that all 87 counties have the opportunity to provide input to the process. Budget and time constraints will make it impossible to visit all 87 counties.

In order to get input from those counties that will not be visited, we will perform a phone survey. Your RFP indicated that interns would be available to participate on the project, and we believe this is an excellent opportunity for them to add value. We will prepare an interview questionnaire for the interns. We will also present to them an overview of the business processes. If they are available, they could also participate in one or two county site visits to help understand the processes.

Once prepared, the interns will schedule and conduct the phone interviews. The counties will receive a copy of the questionnaire in advance, so that they can prepare for the interview. If they prefer, they may complete the questionnaire and return it, to reduce or eliminate the time needed for a phone discussion.

The interns will summarize the results of the interviews, which will be delivered to the project steering committee.

5.2.4 Review Other States' Processes

Other states and counties are performing or have completed electronic real estate recording initiatives. The purpose of this task is to understand what they have done, what worked well and what didn't, and the value they have experienced from their initiatives. Working with the state, we will identify four or five state initiatives. We will contact these states to explain what we are doing and solicit their input. Before we perform the interviews, we will ask them to send us materials to review, and will review their electronic sites. Since all of these entities will be outside of Minnesota, we will conduct phone interviews, not site visits. We will summarize the results of our review and interviews, which will be delivered to the project steering committee.

During this task, we will also review two or three major technology offerings for electronic real estate recording, to gain an overall understanding of functions, features and technical architectures. This will be done through meetings with vendors and review of their sites and other materials.

5.2.5 Draft Models and Standards

The objective of this task is to develop the models and standards for electronic real estate recording. This will be an iterative process, with an interim review by the

project steering committee and their designees. Upon completion of this task, the models and standards will be taken to a larger audience for review.

We will begin by drafting requirements, business processes, and high-level business rules with a concentration on the legal, technological, operational and functional contexts currently existing and to be developed. Some of these processes and rules will include alternatives that need to be discussed. Once drafted, the processes and rules will be reviewed with the project steering committee for suggestions and direction. We will use this input to complete the initial version of the models, and to prepare a draft of the transaction standards. The development of the recording, content, authentication, security, priority and payment standards will also include an iterative review by designees of the project steering committee. As part of this process, we will also develop a cost/benefit analysis.

5.2.6 Final Review and Approval

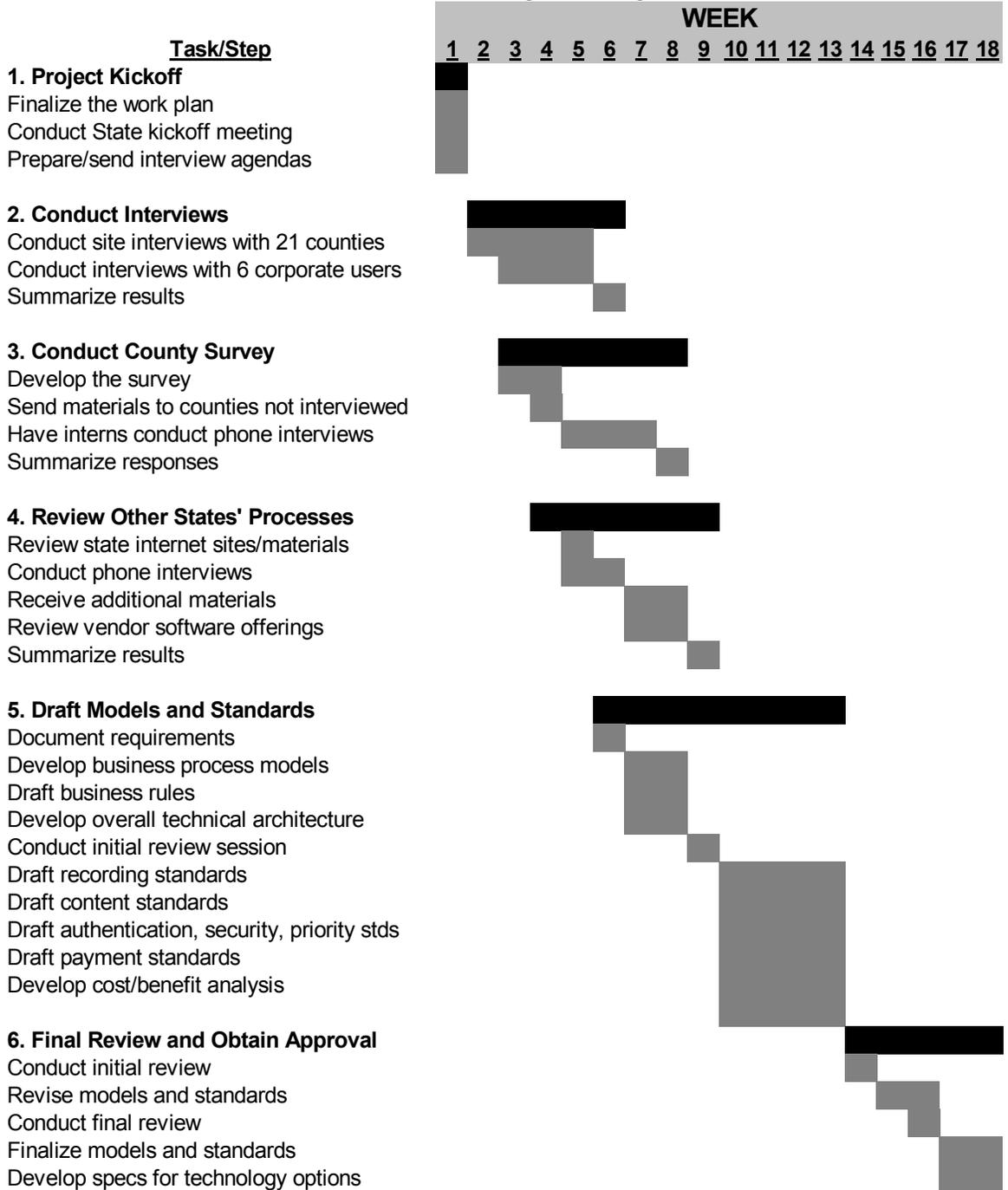
The objective of this task is to review and obtain approval of the models and standards from the designated audiences of the ERERTF. It should be noted that this would be Version 1 of the models and standards. Based on our experience with standards development in the agricultural and technology industries, the models and standards will be living entities, with continued expansion and enhancement over time.

We have planned for this to be a two-step review process. Between the first and the final review, we will conduct such additional research as we determine is necessary to respond to comments and concerns raised by the first review and make appropriate revisions to the models and standards. Toward the completion of this task, we also will document the specifications for technology options, including functional, technical and process specifications.

5.3 WORK PLAN

Below are our summary work plan that lists the tasks and steps to be performed, and the approximate timeframes in which they will be performed.

ERERTF - Analysis Project



5.4 DELIVERABLES

The following are the major project deliverables, by project task.

Task	Deliverable
Project Kickoff	Kickoff Meeting Interview Agenda
Interviews	Summary of County Interviews Summary of Business Interviews
Conduct County Survey	Summary of County Surveys
Review Other State Processes	Summary of Other State Processes
Draft Models and Standards	Business Process Models Use Case Scenarios Business Rules XML Schemas Sample XML Documents Cost/Benefit Analysis Legal Considerations
Final Review and Approval	Business Process Models Use Case Scenarios Business Rules XML Schemas Sample XML Documents Cost/Benefit Analysis Technology Specifications Legal Considerations

The following is a description of each of the major deliverables.

Kickoff Meeting: A meeting with appropriate state/other personnel to discuss the project approach, work plan and schedule, and to discuss their responsibilities related to the project.

Interview Agenda: A document that identifies the topics to be discussed, identifies where business process walkthroughs will be needed, and identifies the types of sample documents that should be brought to the meeting.

Summary of County Interviews: A document that summarizes the results of the county interviews. This will include an overview of “as is” processes and technologies and identification of key similarities and differences. It will also include county recommendations regarding standards for technology, recording process, content, authentication, security and payment.

Summary of Business Interviews: A document that summarizes the results of the business interviews. This will include an overview of “as is” processes and technologies and identification of key similarities and differences. It will also include county recommendations regarding standards for technology, recording process, content, authentication, security and payment.

Summary of County Surveys: A document that summarizes the results of the county surveys, including similar requirements and unique requirements for electronic transaction processing, issues/concerns, and county recommendations regarding standards.

Summary of Other State Processes: A document that describes the efforts of other states in electronic real estate transaction processing. It will summarize what has worked well, what hasn’t worked well, and legal, technological and organizational considerations.

Business Process Model: A graphical depiction of a new business process.

Use Case Scenario: A document that describes the business process, and identifies what will be done in the event of major exceptions.

Business Rules: A document that identifies the legal, technological, operational and functional rules for electronic real estate processing.

XML Schema: A definition of the structure and semantics underlying an XML document.

Sample XML Document: An example of how the end user will use the standard.

Cost/Benefit Analysis: A document that identifies the potential costs and benefits for implementing electronic real estate processing in Minnesota.

Technology Specifications: A document that identifies major requirements and priorities for the electronic real estate application, including business and technical features and functions. This will be used in a subsequent phase to evaluate software products.

Legal Considerations: The "Legal Considerations" deliverable shall be comprised of an outline of the primary legal issues identified by Ben Nevis in consultation with the Legal Subcommittee of the Task Force, which may arise in connection with the implementation of the proposed standards vis-à-vis Minnesota state statutes and recommended means to further development, if any, and resolution of such issues, which recommendations may include further, in-depth review and resolution of such issues by the Legal Subcommittee or its designees.

5.5 PROJECT MANAGEMENT APPROACH

We follow a thorough project management methodology that is based on industry best practices and has been proven over the course of a variety of complex engagements. From the work plan we will establish a detail project reporting system. On a weekly basis we will post actual time and progress. We will analyze project progress, prepare a status report and conduct a weekly status meeting with appropriate state personnel. We will also prepare a risk assessment and will maintain an issues log. The risk assessment highlights potential project risks, and what has been/will be done to help mitigate the risk. This will be reviewed with appropriate state personnel at the beginning of the project, and at appropriate intervals as the project progresses. The issues log identifies issues that must be resolved, who is responsible for resolving it, it's severity, and the target date for resolutions. This will be reviewed weekly with project team and state personnel during the weekly status meeting.

There may be issues that cannot be resolved by our project team or state project management. These will be taken to the project steering committee for resolution. Section 3.7 of your RFP indicated that the contractor would provide their own office facilities and equipment. We maintain a development center in the Twin Cities and frequently house our project teams at this location, since many of our clients have insufficient space. We will provide our team with the necessary office space and equipment at this site, at no cost to the state.

6.0 PROFILE

6.1 WHY BENNEVIS

With the team we have committed to this effort, BenNevis is fully prepared to meet and exceed the State's expectations on this project. Where BenNevis begins to differentiate itself is in the areas of organizational focus and strong local relationships.

Our focus on customer relationship management and the facilitation of commerce drives everything we do as an organization. As we analyze requirements and build the foundation for our client solutions, we consider the impact on these areas. We are adept at listening to a broad range of "customers", on any given project, and crafting requirements that bring together the needs of many for the benefit of the whole.

Partnerships and strong local ties round out our organization. With our designated alliance partners we bring an unbiased approach to any opportunity. Any organization claiming to do too many things, struggles to be great at anything. BenNevis also benefits from many contacts in the real estate, legal, and technology fields. These contacts have, and will, provide our team with relevant research for a better understanding of this initiative. BenNevis team members will focus on maintaining project focus, driving project deadlines, and managing expectations. With access to the best industry experts, BenNevis will deliver on these requirements as a cohesive unit.

6.2 COMPANY PROFILE

6.2.1 BenNevis, Inc., founded by W. Duncan MacMillan, and other members of the MacMillan family, as a consulting company that would not only live up to clients' expectations, but also exceed them. Our commitment to our clients' success precedes this engagement.

Although BenNevis is a young company, team members and partners with years of experience provide solid capability and experience. Our primary focus is on helping our clients develop better relationships with their clients through strategy, process, standards, and enabling technology. Our primary client is Waycrosse, the holding company for Cargill. The organization is poised for rapid growth in 2002.

Our approach with any opportunity is to bring together the right mix of talent and experience. With over 100 full-lifecycle solutions to draw from, the many keys to project success are fully understood. Setting accurate expectations, applying sound project management, and counting on the very best talent, is only the beginning.

BenNevis offerings include:

- CRM Strategy Formulation / Roadmap Building
- Customer Survey Systems
- Software Selection Process
- Readiness Assessment
- Value Analysis System (ROI)
- Process Modeling / Process Improvement
- Work Flow Analysis and Development
- Project Management
- Requirements Gathering and Process Mapping
- Design, Configuration, Customization of technology
- User Applications Testing
- Training Systems

With the offerings above, BenNevis strives to understand and improve our clients' relationships with their customers. Throughout the process of recording real estate transactions, there are many "customers". BenNevis understands the delicate balance between satisfying these individual customers while delivering a world-class solution.

6.2.2 Fabyanske, Westra & Hart, P.A.

The law firm of Fabyanske, Westra & Hart, P.A. concentrates on providing legal services to the real estate, finance and construction industries. The real estate practice of the firm serves parties in every aspect of real estate development and ownership, including representation of real estate developers and owners, management companies, contractors, banks and other commercial lenders, insurance companies, title insurance companies, surety companies and other lending institutions. The firm's work includes development, acquisition, financing and sale of office buildings, office

and industrial parks, office/warehouse buildings, shopping centers, mini-storage facilities, apartment projects, other single and multi-family residential projects, residential homes, as well as undeveloped land. The firm is also involved with title examination, leasing, loan transactions, formation of joint ventures, syndications, zoning and land use, Torrens registration and proceedings subsequent, landlord/tenant issues, real estate tax appeals, construction matters, including mechanic's lien disputes, environmental concerns, as well as tax increment and other governmental sources of financing. The firm's attorneys are graduates of leading national and regional law schools, and experienced practitioners drawn, in part, from government service and other prominent law firms. The firm's offices are located in Minneapolis, Minnesota. Please see the firm's practice profile set forth below in this proposal for a description of the firm's representative clients and transactions. In connection with our firm's practice, we have routinely worked with Task Force members Chuck Hoyum, as counsel for Old Republic National Title Insurance Company, and Rick Little, in his role as Hennepin County Deputy Examiner of Title. We encourage you to review our firm's qualifications with these gentlemen.

6.2.3 Javelin Solutions

With a long history of technical expertise, Javelin is comprised of exceptional consultants that deliver exceptional technology services and solutions. Javelin's core focus has always been large-scale enterprise-class systems; line of business applications that must be highly reliable, robust, secure, and scalable. Our consultants are seasoned professionals who understand the environment in which they operate and the critical nature of the systems they build.

Business Process Design

Javelin delivers business solutions to its clients using state of the art technologies. Virtually all of our projects begin with a review of current business processes and needs, and a design of the new business model. Our extensive experience in the application of technologies to create solutions guides us in developing the new business model, which we document through business process models, use case scenarios and business rules.

Enterprise Application Integration

By focusing on large-scale enterprise-class systems, Javelin developed deep and broad experience with enterprise application integration (EAI) and business-to-business

application integration (B2Bi). Javelin is well versed in all the technologies, such as message-oriented middleware and message brokers, which underlie mature EAI tools. Moreover, our best of breed philosophy drives us to evaluate the strengths and weaknesses of the entire marketplace and remain proficient with all the leading vendors. Virtually all of these projects have involved creating and refining XML standards for transaction processing.

Component Development Models

Javelin believes that software should be developed with the same rigor and discipline as any engineering endeavor. Hence, Javelin has been at the forefront of software engineering advances by being an early advocate of object orientation and the subsequent evolution to component-based programming. Again, taking a best-of-breed perspective, Javelin maintains a base expertise with all the prominent component models, including J2EE/EJB, COM+, and CORBA. Javelin also actively follows the “Web services” effort embodied by Microsoft’s .NET initiative and supported by technologies and standards such as UDDI, SOAP, and ebXML.

Custom Application Development

Custom application development has always been a core component of enterprise-class systems, and Javelin’s staff of high-end application developers reflects that reality. Choosing to focus on complex, demanding projects, almost all of Javelin’s consultants are fluent in Java and many are also fluent in C and C++. Moreover, Javelin provides expertise with all the leading application servers, including IBM WebSphere, BEA WebLogic, and ATG Dynamo, as well as the most commonly used databases, including Oracle, DB2, Informix and MS SQL Server. Javelin is also developing its proficiency with Microsoft’s .NET framework.

Package Implementation and Integration

Although custom applications will always have a place in the enterprise, so too will large software packages that address issues such as enterprise resource planning (ERP), supply chain management (SCM), and customer relationship management (CRM). Javelin maintains a familiarity with many of these packaged applications, and focuses on integrating these packages with other systems and applications, both within and outside the enterprise.

6.3 PROJECT TEAM

Donald MacMillan

Engagement Manager

Responsibilities:

The engagement manager is responsible for the success of the work outlined in this proposal. Duties will include; conducting interviews, project management, creation and approval of business process models, facilitating communication between the ERERTF and the project team, and the submission of status reports.

Warren Golla

Standards Development Advisor

Responsibilities:

Warren will use his expertise in the creation of digital standards for commerce to advise the team of technology analysts. His technology experience in the area of XML, Network Architecture, and Systems Integration will assist the team in any roadblocks they may encounter.

Paul Backes

Process Design Advisor

Responsibilities:

Paul will be responsible for the successful creation of the business process diagrams and rules deliverable outlined in this proposal. He will advise the team of business analysts in the formation of the standards that arise from the results of this study.

Charles Carpenter, Fabyanske, Westra, and Hart, P.A. Attorneys

Responsibilities:

Our attorneys will be responsible for advising the project team of current Minnesota real estate law and practice, identifying and outlining primary legal issues which may arise in connection with the implementation of the proposed standards in relation to Minnesota law and recommending means to further development and resolution of such issues.

Keith Scheider

Lead Analyst

Responsibilities:

Keith will be responsible for leading the team of business and technology analysts and interns in gathering and analyzing the data from the interviews and research on the county and national levels. He will also lead the team in the development of models, standards and specifications.

Business and Technology Analysts

Three Individuals

Javelin Solutions

Responsibilities:

The business and technology analysts will conduct interviews, analyze data, and create the processes, models, standards and specifications for electronic real estate.

Interns

Provided by the State

Responsibilities:

Interns will work with the business analyst team to survey the remaining counties not covered in the 21 counties selected for the project.

6.4 RESUMES

Charles G. Carpenter, III, Shareholder, Fabyanske, Westra & Hart, P.A.

Primary Areas of Practice:

- Real estate development, land use planning
- Real estate sales, leasing and finance
- Environmental
- Real Estate secured lending

Professional Activities:

- Real Property Specialist Certified by Real Property Section, Minnesota State Bar Association

- Member, Real Property Sections of Wisconsin, Minnesota and Hennepin County Bar Associations
- Member, Wisconsin, Minnesota and Hennepin County Bar Associations

Education:

- J.D., *cum laude*, University of Wisconsin, 1988
- B.A., *summa cum laude*, University of Miami (Ohio), 1983 (Physics)
Phi Beta Kappa

Warren Golla

Mr. Golla has been actively involved with the design, development, and management of high-end information technology systems and services from a variety of leadership positions and perspectives.

Originally the Director of Javelin's e-Commerce Development Center and now the firm's Chief Technology Officer, Mr. Golla currently focuses his attention on technical strategy, trend analysis and prediction, business-to-business application integration, online trading communities, distributed computing architectures, applied security, cryptography, remote project collaboration, and rapid development initiatives. Mr. Golla represents Javelin's technical capabilities on all business development initiatives, and he participates in multiple client engagements in the role of Technical Architect. Mr. Golla also chairs Javelin's Technical Advisory Council, which adjusts the firm's technical concentration according to future technological trends and current business opportunities.

In 2001, Mr. Golla actively participated in the industry-led effort to define common business processes for the grain and oilseed business and embody those processes within a suite of XML schemas now referred to as AgXML. The standards-building process encompassed four stages: 1) identifying business processes that would improve business process efficiency and effectiveness if electronically enabled, 2) determining the data requirements of those business processes, 3) defining XML schemas and related guidelines to support the data requirements, and 4) building commitment from participants to integrate XML-based messaging into their business processes and providing a forum for understanding that process.

Paul Backes

Mr. Backes has over twenty-five years of business and systems consulting experience contributing to strong leadership, management and communications skills. He has extensive experience in strategic business and technology planning, business reengineering and large-scale systems integration. His experience spans a wide range of marketing, financial and operational applications in a variety of industries, including health care, insurance, manufacturing and government. He has significant experience in successfully managing scope and direction of projects to completion on time and within budget.

Mr. Backes has significant experience with State and County government. He has been the program/project manager on several large multiyear systems development efforts for the State of Wisconsin, and for Milwaukee County. More recently, he has been responsible for several e-commerce projects for clients in the agriculture, government, healthcare and services industries. These projects have ranged from performing strategic assessments of overall e-commerce needs and direction to the design and implementation of content and transactional sites. He has also been responsible for delivery assurance on two large e-commerce development efforts. One was a B2B startup that is a consortium of large internationals focused on grain exchange. The other was a B2C site that was the electronic extension of the client's music and accessories business.

Keith Schneider

Mr. Schneider is a certified Project Manager (PMP) and Business Analyst with a broad background, including project management, project office implementation, business process analysis, infrastructure implementation, and application development experience.

Mr. Schneider has led teams in business process redesign for a variety of organizations, in a variety of settings. Many of these efforts have been within the context of new systems development projects. For example, he has led efforts to create internet and intranet solutions for public and not-for-profit institutions which required a completely new model for performing business processes. Some of the business process redesign efforts have also been

performed for short term operations improvement. An example of this is the work he performed for a rapidly growing telecommunications equipment manufacturer. In this case, he analyzed production operations to identify inefficiencies and recommend improvements. During this time, he also worked with site management to develop performance reporting and facilitate communication.

Resume - Donald MacMillan

Summary of qualifications

1999 - 2001 Cargill,Inc. Minnetonka, MN

E-Business Solutions

Senior Business Analyst

As a senior business analyst I was responsible for the creation of leadership of project teams. A strong understanding of technical architecture, systems integration and project management were required for this position. As a project leader, I was also responsible for process improvements in project management.

Software Programs

Microsoft Office Suite of Products

PhotoImpact

Adobe Photo Deluxe

Visio

Microsoft Project Central

Microsoft Project 2000

SalesLogix

Onyx

Seibel

Education

1991 - 1996 University of St.Thomas Minneapolis, MN

History Major

Professional experience

1997 - 1998 Fallon McElligott Advertising Minneapolis, MN

Technology Producer

As a technology producer at Fallon McElligott, I was responsible for the overall quality assurance of the programming work completed by the project team. Preparation of testing documents, management of the testing team and ongoing support for websites were all part of my duties.

6.4 EXAMPLE PROJECTS AND REFERENCES

AgXML

AgXML is a group of organizations committed to bringing the efficiencies of e-commerce to grain- and oilseed-related business processes. This is accomplished through the identification and development of standards for electronic transactions that can be used to communicate information and conduct commerce among all interested parties in the grain- and oilseed-related industry. AgXML has accomplished the following:

- Identified business processes that, if electronically-enabled, would improve business-process efficiency and effectiveness.
- Determined the data requirements of the business processes identified in number 1.
- Defined XML schemas and related guidelines that support the data requirements determined in number 2.
- Built commitment from participants to integrate XML-based messaging into their business processes and providing a forum for understanding that process.

The AgXML standards were developed through a research and a series of meetings among the industry participants. Javelin Solutions assisted in research and participated as a facilitator in the meetings to help elicit and gain consensus on the standards. Version 1 of the standards was published on November 28, 2001 as described in the following press release.

Press Release

FOR IMMEDIATE RELEASE

CONTACT:

Jim Wilson, Executive Director AgXML

P O Box 34112

Kansas City, MO 64120-4112

816/516-8847

jim.wilson@agxml.org

www.agxml.org

Agriculture Industry to Leverage Key Information Assets Across Applications

Kansas City, MO – November 28, 2001 – AgXML, LLC announces today the release of the

AgXML Standard – Version 1 (“AgXMLv1”) standardizing electronic business messaging in the grain sector of the agricultural industry. Enabling B2B messaging, AgXMLv1 promises to revolutionize how participants in the grain and oilseed industry communicate trade documents. AgXML, LLC is the organization formed to develop and oversee the XML standard.

XML (eXtensible Markup Language) is a cross-platform data format standard, ideally suited for e-Commerce that accelerates innovation of business messaging vocabulary and data between trading partners. The AgXML standard will enable the industry to exchange business information more effectively than traditional methods offering cost and timesavings to those who implement. Agriculture companies and their trading partners, no matter the size, will benefit from the standard and resulting efficiencies.

AgXML’s initial efforts target XML schema development for documents that are commonly used in the grain industry: single commodity grain contracts, bill of lading information, and weight, quality and pricing information. In addition to schemas for these processes, an industry glossary has been developed that defines the vocabulary used in the standard development process that will assist grain companies matching the standard to their internal business systems. Future versions will include such documents as final payment notification and invoicing.

AgXML has provided participants in the agricultural products industry with a unique opportunity to work together and agree upon industrywide XML standards. AgXML, LLC members include The Andersons, Inc., Agris Corporation (a subsidiary of John Deere), Archer Daniels Midland Company, Cargill, Central Soya, CHS Cooperatives, E-Markets, Javelin Solutions, Louis Dreyfus, Rooster.com and 1st Ag. Other companies from the agricultural and grain processing sector providing additional

support and contributions include the U.S. Department of Agriculture, RAPID, Inc. and Burlington Northern Santa Fe Railroad.

The standard set of XML tags, AgXMLv1, and the industry glossary are now available for use in B2B collaborations in the agriculture industry. Proposed modifications to the AgXMLv1 schema standards must be submitted in writing to the Executive Director at the above address.

To participate in pilot planning for AgXML v1, future development or to obtain the XML standards at no cost, contact the Executive Director via the contact information above or visit the website at www.agxml.org.

Reference: Mr. Jim Wilson
Executive Director AgXML
816/516-8847
jim.wilson@agxml.org

PRADIUM

The Pradium project was founded within Cargill to be a business to business grain exchange targeted at grain merchandisers. Donald MacMillan was brought in by the team to analyze the business requirements for the portal/community portion of the site. Cargill then joined forces with Archer Daniels Midland, Cenex Harvest States, and Louis Dreyfus in order to develop a site that would become the standard in the grain trading industry for e-commerce. As borrowed employees from competing companies the team worked together to create something never before attempted in the historically secretive and competitive grain trading industry. The technology utilized within the Pradium site aimed at integrating large volumes of content and data into one common place to create efficiencies in an antiquated process bogged down by paperwork. Donald's focus on the project centered around the creation of the community portion of the site, the Registration Process, and processes, both business and technological, for the flow of content into the Community categories within the site.

Javelin was brought in to create an architecture that would support 24 x 7 access to the commodity markets. The goal of the architecture was to facilitate single sign-on and manage the integration of multiple applications, including a real-time, multi-variant cash commodities exchange, as well as to facilitate a large number of users and inputs

per second. The objective of the project was to design, develop, test, and implement an infrastructure that would allow for integration of future function sets. Javelin needed to maximize limited financial capital to provide the greatest technological return on investment. The site needed to adhere to open industry standards and mitigate the risk of technology obsolescence.

Pradium, <http://www.pradium.com>, merged with Rooster.com, <http://www.rooster.com>, in a strategic move by the founding investors of both companies.

Reference

Andrew Loder-Project Lead for Cargill

Cargill eVentures
15407 McGinty Road West
Wayzata, Minnesota 55391
952-742-2155 (office)
612-325-0261 (cell)
952-742-2992 (fax)
andrew_loder@cargill.com

Global Agribusiness Client

Javelin was engaged by a large Agribusiness client to create an architectural blueprint that would enable all of their offices around the world to have the ability to communicate with each other seamlessly, regardless of whether they were using the same application or not. Javelin proposed four initiatives to help them realize their vision; implementation of an EAI architecture, development of an Operational Data Store, creation of a canonical XML form, and the design, development, and implementation of an enterprise portal. These initiatives were implemented to create the seamless movement of information between decentralized offices. The resulting benefit was reduced processing overhead, greater reporting abilities, and migration to a company data standard.

As part of this effort, Javelin established XML standards that are being used to communicate between approximately 20 different source systems.

Reference: Mr. Tom Yankowski
Chief Technology Officer
203-761-2069

Novopoint

Transaction processes within the food and beverage industry involve a complex structure of purchasing, transaction execution and supply chain management. It was essential for Novopoint to develop a portal solution that served as a central hub to support both manufacturers and suppliers. Javelin Solutions was assigned the task of designing and developing an integrated B2B portal consisting of community, exchange and order management solutions.

Javelin's efforts have resulted in a scalable B2B electronic marketplace portal that speeds and simplifies commerce along all segments of the food and beverage value chain. Since this was a start-up business, new business processes were designed for all business areas. This project incorporated a full portal solution, utilizing the proficiency of portal strategy, marketing, information architecture, creative, technology integration and package customization, content integration and management, personalization, security, search integration and managed services. As part of this effort, javelin created XML standards for commodity vendor transactions.

The ultimate goal is to improve production, scheduling and inventory control while realizing productivity improvements and cost efficiencies. Participants have access to personalized market intelligence via a portal engine. Javelin conducted extensive research with industry experts in order to appropriately filter relevant news. Javelin implemented and customized a trade application to facilitate transactional capabilities including RFQ, RFP, Reverse and Forward Auctions. Marketplace users are able to participate in auctions, set up requests for proposals and quotes, as well as request samples. In addition, Javelin built a sophisticated order management system giving trading partners access to order placement, fulfillment, documentation and customized tracking.

Reference: Mr. Jesse Shultis
Project Manager
203-613-7767, 203-637-4067

jshultis@novopoint.com

RETEK

As a premier provider of retail solutions, Retek delivers technology tools that help retailers analyze, optimize, execute, and manage customer demand. Retek Inc. provides web-based, business-to-business software solutions for retailers & their trading partners, enabling retailers to use the Internet to communicate and collaborate with their suppliers, distributors, logistics providers, brokers, transportation companies, consolidators, and manufacturers.

Successful merchandising requires retailers to maximize their assets by delivering a savvy mix of pricing, category management and space assortment to make the most of each sale. Retek's principal software solutions consist of four integrated, but independently deployable, components that address retail needs: 1) Customer Relationship Management (CRM); 2) Merchandising; 3) Supply Chain Management (SCM); and 4) Logistics. Retek's software solutions allow retailers to effectively manage their demand and supply chain processes, getting the right product in the right place at the right time at the right price.

Retek engaged Javelin Solutions to assist them in the evaluation and selection of an enterprise application integration (EAI) tool set that will increase operating efficiencies. Javelin identified functional and non-functional requirements, assessed existing technology infrastructure, conducted quantifiable product tests, and recommended and selected an EAI approach and appropriate EAI tools.

Reference: Mr. Morgan Day
VP – Development and Integration
612-630-5619
morgan_day@retек.com

Cargill North American Transportation and Logistics Less than Truckload Calculator(LTL) ---Project Lead

The Less than Truckload (LTL) project for Cargill North American Transportation and Logistics business unit aimed at providing a single place, within the Cargill corporate intranet, for Cargill employees to get LTL shipping rates from Cargill shipping vendors. The application utilized XML to bring data, from disparate sites on the World Wide Web, inside the Cargill network. The project focused on creating time efficiency and to provide a place where Cargill employees, without internet access, could retrieve shipping rates from Cargill preferred vendors in one place.

Reference

Stephen Erickson

IT Manager - Cargill eBusiness Solutions

Corporate Information Technology

6000 Clearwater Drive MS 4

Minnetonka MN 55343

952.984.5323

stephen_erickson@cargill.com

Cargill Energy Java Application for Real-Time Energy Consumption Analysis ---Project Lead

Cargill Energy manages the buying and selling of electricity for the Kingman Arizona Steel Mill. The energy division was notified daily of the energy consumption of the plant. The problem was that if the plant went offline the Energy division had no notification process in place so they could broker the unused energy to a third party. The resulting java application integrated the efficiencies of the WWW and the back office systems in Kingman Arizona to provide updates to the electrical consumption of the Kingman plant every 5 minutes. The result was a savings to Cargill measured in hundreds of thousands of dollars.

Reference

Stephen Erickson

IT Manager - Cargill eBusiness Solutions

Corporate Information Technology
6000 Clearwater Drive MS 4
Minnetonka MN 55343
952.984.5323
stephen_erickson@cargill.com

Fabyanske, Westra & Hart, P.A. Practice Profile:

- Representative Lender Clients: U.S. Bank National Association, Wells Fargo Bank, National Association, Marquette Capital Bank, N.A., TCF National Bank, St. Francis Bank
- Representative Owner-Developer Clients: Carlson Real Estate Company, Cargill Financial Services Corporation, Apex Asset Management Corporation, Eagle Ridge Partners, LLC, Wellington Management, Inc., Jupiter Realty, St. Paul Companies, The Estate of James Campbell, Bruggemann Homes, JMS Homes, Madison-Marquette Realty Services, Oppidan Incorporated, The Rotenberg Companies, Inc., Darrel A. Farr Development Corp., Shaner Hotel Group.
- Representative Transactions: Carlson Center (300-acre mixed use project), Gladstone (300-acre multi-phase residential development), The Colonnade (office project), Plymouth Business Center (multi-building office/warehouse project), 601 Tower (office project), Emerald Ridge/Emerald Woods (residential development), Marquis Meadows (residential development), Midway Marketplace (shopping center project), Cottage Homesteads (senior citizen housing developments)