

Contract Summary Sheet

Contract (PO) Number: 19793

Specification Number: 45124

Name of Contractor: GENETEC INC

City Department: DEPARTMENT OF REVENUE

Title of Contract: SCOFFLAW VEHICLE RECOGNITION SYSTEM (TRANSFER FROM PO # 14465)

Term of Contract: Start Date: 6/1/2007

End Date: 5/31/2014

Dollar Amount of Contract (or maximum compensation if a Term Agreement) (DUR):
\$1,500,000.00

Brief Description of Work: SCOFFLAW VEHICLE RECOGNITION SYSTEM (TRANSFER FROM PO # 14465)

Procurement Services Contract Area: PRO SERV CONSULTING \$250,000orABOVE

Please refer to the DPS website for Contact information under "Doing Business With The City".

Vendor Number: 50064003

Submission Date:

6.1.2007

TRANSFER OF CONTRACT AGREEMENT

Effective upon the consent of the City of Chicago,

ASSIGNOR, AUTOVU, INC. (*Original Contractor Name*), a **CANADIAN** (*Country/State of Incorporation*) corporation, **2280 Alfred-Nobel Blvd, Suite 400, Saint Laurent, Quebec, Canada H452A4** (*Original Contractor Address*) ("Assignor") assigns its rights and delegates its duties and obligations under the City of Chicago contract identified below ("Contract") to

ASSIGNEE, GENETEC, INC. (*Assignee Company Name*), a **CANADIAN** (*Country/State of Incorporation*) corporation, **2280 Alfred-Nobel Blvd, Suite 400, Montreal, Quebec, Canada, H452A4** (*Assignee Company Address*) ("Assignee").

Specification Number of the Contract: 45124

Contract Number: 14465

Job/Project Description and/or #: **SCOFFLAW VEHICLE RECOGNITION SYSTEM**

Effective immediately, **Assignee** accepts **Assignor's** rights under the Contract and assumes performance of the Contract, including all of **Assignor's** duties, and obligations under it, which may require **Assignee** to post a performance and payment bond acceptable to the City of Chicago. By this instrument, **Assignor** authorizes and directs the Comptroller of the City of Chicago to pay **Assignee**, all moneys due under the Contract for work performed after the effective date of this transfer.

SIGNED as of this 10th day of February, 2009, by:

ASSIGNOR:
AutovU Technologies Inc
(Original Contractor's Name)

By: 
(Authorized Signature)

Title: Corporate Secretary
(Print)

Name: Alain Cote

Attest: 
(Corporate Secretary)

AFFIX CORPORATE SEAL (if requires in state of Incorporation)

Province Quebec, County of Canada

This instrument was ACKNOWLEDGED before me this 10th day of February, 2009 by Carole Lahaise as Commissioner for oaths of the province of Quebec and inter-
and _____ as _____ of _____ national

Notary Public



ASSIGNEE:

Genetec Inc.

(New Contractor's Name)

Genetec Inc.

2280 Alfred-Nobel Blvd., #400
St-Laurent (Québec) H4S 2A4
CANADA

AFFIX CORPORATE SEAL (if requires in state of incorporation)

By: _____

(Authorized Signature)

Title: _____

(Print)

Name: _____

(Print)

Attest: _____

(Corporate Secretary)

Province

State of Quebec

County of CANADA

This instrument was ACKNOWLEDGED before me this 10th day of February, 20 09 by Carole Lahaie as Commissioner for Oaths of the province of Quebec and international and _____ as _____ of _____.

Notary Public



CONSENT TO TRANSFER OF CONTRACT

THE CITY OF CHICAGO consents to the transfer of the above Contract from the Assignor, AUTOVU, INC. to the Assignee, GENETEC INC., and will accept performance from the Assignee. This consent is for the convenience of the Assignor and the Assignee; it does not relieve Assignor of its duties and obligations to the City under the Contract. The Assignor and Assignee may agree to additional terms and conditions between themselves consistent with the terms of this Consent and the above Transfer of Contract Agreement.

CITY OF CHICAGO

By: Montel M. Gayles

Montel M. Gayles
Chief Procurement Officer
City of Chicago

Date: 4/13/09

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

GENETEC INC.

Check ONE of the following three boxes:

Indicate whether Disclosing Party submitting this EDS is:

1. the Applicant
OR
2. a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which Disclosing Party holds an interest: _____
OR
3. a specified legal entity with a right of control (see Section II.B.1.b.) State the legal name of the entity in which Disclosing Party holds a right of control: _____

B. Business address of Disclosing Party:

2280 Alfred-Nobel Blvd #400
Montreal, QUEBEC, CANADA, H4S2A4

C. Telephone: 514-332-4000 Fax: 514-332-1692 Email: info@genetec.com

D. Name of contact person: Alain Côté

E. Federal Employer Identification No. (if you have one): 98-0537294

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

Contract (PO) No. 14465 / Specification No. 45124 / Vendor 50064003

G. Which City agency or department is requesting this EDS? Dept. of Revenue

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # 45124 and Contract # 14465

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- Person
- Publicly registered business corporation
- Privately held business corporation
- Sole proprietorship
- General partnership*
- Limited partnership*
- Trust
- Limited liability company*
- Limited liability partnership*
- Joint venture*
- Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3))?
 Yes No
- Other (please specify)

* Note B.1.b below.

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

CANADA

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

- Yes No N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1.a. List below the full names and titles of all executive officers and all directors of the entity. For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

Name	Title
<u>Pierre Racz</u>	<u>CEO - Director - Chairman</u>
<u>Alain Cote</u>	<u>EMP - Director - Secretary</u>
<u>Lucie LeFrancois</u>	<u>Treasurer</u>

1.b. If you checked "General partnership," "Limited partnership," "Limited liability company," "Limited liability partnership" or "Joint venture" in response to Item A.1. above (Nature of Disclosing Party), list below the name and title of each general partner, managing member, manager or

any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE:** Each legal entity listed below must submit an EDS on its own behalf.

Name	Title

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Pierre Racz	2280 Alfred-Nobel Montreal, Quebec, CANADA	#400 80%
Alain Cote	Same address	15%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

Yes No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total

amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

“Lobbyist” means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. “Lobbyist” also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated)
Tri-Angle Fabrication & Body Company (retained)	3701 St-Louis Ave Chicago IL 60632	Subcontractor	\$170,000 (paid) \$95,000 (estimate to be paid)
Midpack Corporation (retained)	5514 N. Kedzie Ave Chicago IL 60625	Subcontractor	\$113,000 (paid)

(Add sheets if necessary)

[] Check here if the Disclosing party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the term of the contract.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[] Yes No [] No person owns 10% or more of the Disclosing Party.

If “Yes,” has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[] Yes [] No

B. FURTHER CERTIFICATIONS

1. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause B.1.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
2. The certifications in subparts 2, 3 and 4 concern:
 - the Disclosing Party;
 - any "Applicable Party" (meaning any party participating in the performance of the Matter, including but not limited to any persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Applicable Parties, the term Affiliated Entity means a person or entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another person or entity;

- any responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Applicable Party, nor any Affiliated Entity of either the Disclosing Party or any Applicable Party nor any Agents have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

3. Neither the Disclosing Party, Affiliated Entity or Applicable Party, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

4. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

5. The Disclosing Party understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

6. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

None

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

For purposes of this Part C, under Municipal Code Section 2-32-455(b), the term "financial institution" means a bank, savings and loan association, thrift, credit union, mortgage banker, mortgage broker, trust company, savings bank, investment bank, securities broker, municipal securities broker, securities dealer, municipal securities dealer, securities underwriter, municipal securities underwriter, investment trust, venture capital company, bank holding company, financial services holding company, or any licensee under the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial institution" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension plans to public employees in accordance with Sections 403(b) and 457 of the Internal Revenue Code. (Additional definitions may be found in Municipal Code Section 2-32-455(b).)

1. CERTIFICATION

The Disclosing Party certifies that the Disclosing Party (check one)

is is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter

2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Yes No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

Yes No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
<hr/>		
<hr/>		
<hr/>		

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

The Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves) and has disclosed in this EDS any and all such records to the City. In addition, the Disclosing Party must disclose the names of any and all slaves or slaveholders described in those records. Failure to comply with these disclosure requirements may make the Matter to which this EDS pertains voidable by the City.

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all requisite information as set forth in that paragraph 2.

1. The Disclosing Party verifies that (a) the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Disclosing Party has found no records of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or slaveholders.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1(a) above, the Disclosing Party has found records relating to investments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders. The Disclosing Party verifies that the following constitutes full disclosure of all such records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Begin list here, add sheets as necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

If the Matter is federally funded and any funds other than federally appropriated funds have been or will be paid to any person or entity for influencing or attempting to influence an officer or employee of any agency (as defined by applicable federal law), a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the Matter, the Disclosing Party must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <http://www.whitehouse.gov/omb/grants/sfillin.pdf>, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

Yes

No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

Yes

No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

Yes

No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

Yes

No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. By completing and filing this EDS, the Disclosing Party acknowledges and agrees, on behalf of itself and the persons or entities named in this EDS, that the City may investigate the creditworthiness of some or all of the persons or entities named in this EDS.

B. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

C. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

D. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded, void or voidable), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

E. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

F. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires.

The Disclosing Party represents and warrants that:

G. The Disclosing Party has not withheld or reserved any disclosures as to economic interests in the Disclosing Party, or as to the Matter, or any information, data or plan as to the intended use or purpose for which the Applicant seeks City Council or other City agency action.

For purposes of the certifications in H.1. and H.2. below, the term "affiliate" means any person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members; shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

H.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its affiliates delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

H.2 If the Disclosing Party is the Applicant, the Disclosing Party and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the Matter for the duration of time that such facility remains on the list.

H.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in H.1. and H.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

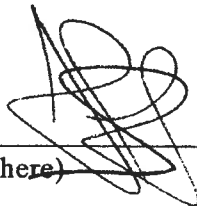
NOTE: If the Disclosing Party cannot certify as to any of the items in H.1., H.2. or H.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City.

GENETEC INC.
(Print or type name of Disclosing Party)

Date: 01-20-2009

By: 
(sign here)

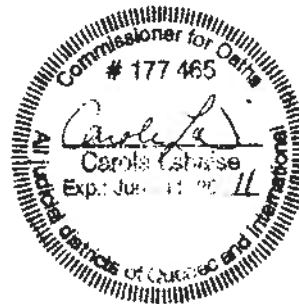
Alain Côté
(Print or type name of person signing)

Executive Vice-president
(Print or type title of person signing)

Signed and sworn to before me on (date) 01-20-2009, by Carole LaHaie,
at Saint-Lawent County, Quebec (state).

Carole LaHaie Notary Public.

Commission expires: June 11, 2011.



I.M.A.G.E.
(9126-9860 Québec inc.)

18 Archambault
Repentigny (Québec) J6A 1A1
Téléphone: (450) 654-5000 Fax: (450) 654-7770

CERTIFICAT D'ASSURANCE - INSURANCE CERTIFICATE

ÉMIS AU NOM DE - ISSUED TO

City of Chicago
Department of Procurement Services
403-121 North Lasalle St.
Chicago IL 60602

ASSURÉ - INSURED

Genetec inc.
2280 Alfred-Nobel Boulevard, suite 400
Saint Laurent, Québec, H4S 2A4

POLICE NO - POLICY NO.

9860012
WDAS1 002 628

GENRE DE POLICE - TYPE OF POLICY

Commercial General Liability
Professional Liability

ÉCHÉANCE - EXPIRY

Feb. 20, 2010

ASSUREUR - INSURER

Lloyd's of London

nature de la garantie, montants ou limites d'assurance type of coverage, amounts or limits of insurance

OBJECT OF INSURANCE

Commercial General Liability covering the Insured's Legal Liability to Third Parties resulting from property damage, personal injury, and death arising out of operations, products-completed operations, independent contractors, contractual liability, non-owned automobile and contingent employer's liability. Limit 10,000,000 \$ CDN any one occurrence.

Professional Liability Insurance covering acts, errors or omissions, limit 5,000,000 CDN any one loss.

CONDITION

City of Chicago is hereby included as an additional insured, but only with respects to the operations of the Named insured.

"LA PRÉSENTE EST POUR CERTIFIER QUE LES POLICES D'ASSURANCE MENTIONÉES CI-DESSUS ONT ÉTÉ ÉMISES À L'ASSURÉ NOMMÉ CI-DESSUS ET SONT EN VIGUEUR PRÉSENTEMENT. NONOBTANT TOUTE DEMANDE, MODALITÉS D'UN CONTRAT OU TOUT AUTRE DOCUMENT POUR LEQUEL CE CERTIFICAT EST REQUIS, L'ASSURANCE, FOURNIT PAR LES POLICES DÉCRITES, EST SUJETTE AUX MODALITÉS ET EXCLUSIONS DE CES POLICES."

"THIS IS TO CERTIFY THAT POLICIES OF INSURANCE LISTED ABOVE HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE AND ARE IN FORCE AT THIS TIME. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACTS OR OTHER DOCUMENT WITH RESPECT TO WHICH THE CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES."

SI CES CONTRATS D'ASSURANCES ÉTAIENT RÉSILIÉS AVANT LA DATE D'ÉCHÉANCE, L'ASSUREUR CONSENTIRAIT À DONNER UN PRÉ-AVIS DE 30 JOURS AU DEMANDEUR DE CE CERTIFICAT; MAIS NE POURRA AUCUNEMENT ÊTRE TENU RESPONSABLE À DÉFAUT DE DONNER CET AVIS.

IN THE EVENT OF CANCELLATION OF THE INSURANCE, THE INSURER AGREES, IF POSSIBLE, TO GIVE NOTICE TO THE PARTY AT WHOSE REQUEST THIS CERTIFICATE IS ISSUED, 30 DAYS BEFORE THE DATE OF CANCELLATION, BUT SHALL NOT BE LIABLE IN ANY WAY FOR FAILURE TO GIVE SUCH NOTICE.

March 23, 2009
DATE



Gilles Dubé
REPRÉSENTANT AUTORISÉ - AUTHORIZED REPRESENTATIVE

March 25, 2009



Direction régionale
de Montréal - 3
Tour Sud, 31^e étage
1, Complexe Desjardins
C. P. 3, succ. Place-Desjardins
Montréal (Québec) H5B 1H1
Tel.: (514) 906-3444
Fax: (514) 906-3510

Ms. Ginette Legault
Genetec inc.
2280, boulevard Alfred-Nobel, bureau 400
Saint-Laurent (Québec) H4S 2A4

Québec enterprise number (NEQ): 1149440290

Subject: Confirmation of Registration

Madam,

Further to your application, we hereby confirm that your enterprise is registered with the Commission de la santé et de la sécurité du travail (CSST) and has duly submitted its salary and wage estimates for the current year. This confirmation of registration pertains to the contract to be signed or signed with *City of Chicago*, whose name is *Scofflaw Vehicle Recognition Device System - LPR, ICV, GPS*. However, only a *Certificate of Compliance* issued when the work is complete will release *City of Chicago* from liability regarding the premium in respect of the contract.

Please feel free to contact us should you require further information regarding this matter or for any other questions you may have.

Sincerely,


Caroline Savard
Tel.: (514) 906-3506