

Global-i[®]

Value-Driven Solutions Delivered
Consultants to the Converged Communications Industry
Consulting ■ Contracting ■ Technology

Global-i Consulting Services

Consulting and Outsourcing Solution
Under Global-i Product Lifecycle
Management and Global-i LABS
Practice
(Proposal)

Client: Encell Technology

Date: September 16, 2010

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Statement of Confidentiality and Non-Disclosure

The undersigned reader acknowledges that the information provided in this proposal is confidential; therefore, reader agrees not to disclose it without the express written permission of Global-i, Inc.

It is acknowledged by reader that information to be furnished in this proposal is in all respects confidential in nature, other than information which is in the public domain through other means and that any disclosure or use of same by reader may cause serious harm or damage to Global-i, Inc.

Upon request, this document is to be immediately deleted from all storage mediums and returned to Global-i, Inc.

Signature

Name (type or printed)

Title

Organization

Address

Date

Executive Summary

Global-i, Inc. (Gi) is a Deep Domain based Technology-Management Consulting and Project-based Contracting/Outsourcing Company focused on serving the Converged Communications and IT marketplace for Next-Generation Convergence technologies. The company offers Consulting, Outsourcing and Technology Services and Solutions to Communications and IT clients both on the Commercial and the Government sides. The Company offers significant competitive advantages to clients in growing markets for Next-Generation Converged Communications and IT products and services. Several key strengths distinguish Global-i in the Converged Communications and IT marketplace. The key strengths are: Extensive Communications and IT Industry Expertise; Superior Track Record in Delivering Consulting Services; Patented Services and Domain-based Consulting Methodologies; and a History of Business and Technology Innovation.

Global-i Services, Solutions and Practices are well spread out in the Consulting and Contracting space. Through our Lifecycle Management Services sold under our Global-i LifecycleDrive™ Service, we provide full-lifecycle services including product strategy, proof-of-concepts, product development, service development, technology and engineering, program/project management, go-to-market, product/service management, product marketing, service deployment and infrastructure implementation, and sustaining services to our customers. Through our Product Development Services sold under our Global-i ProductDevelopment™ Service, we provide product strategy, business case development, product planning and roadmapping, partnerships/alliance services, requirements gathering/core teaming/JADs, product development and product launch services. Through our Implementation and Deployment Services sold under our Global-i D2IS™ Service, we assist in service deployment, market expansion, infrastructure implementation and systems integration via our architecture/design and program/project management types of services. Through our Go-To-Market Services sold under our Global-i GTM™ Service, we provide launch, customer/partner acquisition, product positioning, business development and pre-sales services to our customers. Through our Proof-of-Concept Services sold under our Global-i ReStrat™ Service, we provide acquisition, assessments and proof-of-concept services to our customers. Through our Program and Project Management Services sold under our Global-i PMO™ Service, we provide program and project management services to our customers. Through our Lab and Partner Services sold under our Global-i LEAPS™ Services, we provide Lab, Engineering and Partner Development and Management Services to our customers. Through our Global-i IntelScape™ Services, we provide Thought Leadership, Research and Strategy services. Through our Project-based Contracting Services sold under our Global-i ExpertConsultant™ Service, we provide project-leadership and project-turnaround services to our customers via their staff augmentation.

For all our services we utilize Global-i Methodologies[®] developed and delivered to our customers via carefully understanding and applying the most innovative, value-driven solutions and best-practices in the industry. In addition to providing the above services, Global-i solutions provided via the above services are specifically developed under four Communications and IT solution categories: Service Providers; OEMs; Enterprise and Government Customers. Finally, Global-i provides the above services and solutions under our large portfolio of focused Consulting Practices across the Communications and IT space. In addition to thought leadership and practice areas development, our Consulting Practices provide design, development, delivery and management support to our client consulting and outsourcing projects. Our Practice Leaders are our Account, Solution and Delivery Leaders managing our Consulting Teams on the ground.

1. Company Background

1.1 Who We Are

Global-i, Inc. is a Consulting, Outsourcing and Technology services solution provider. The company was founded in 2007 and is headquartered in Herndon, Virginia with a nationwide presence across the U.S. and in several key markets globally. Created to deliver innovation and achievement, Global-i collaborates with Converged Communications and IT clients to help them become Value-Driven entities. Global-i's "Value-Driven Solutions Delivered" service philosophy relies on our expertise in end-to-end consulting, know-how of technology markets, deep understanding of emerging/current/legacy technologies and consulting models to help clients achieve "Value-Driven Solutions" so they in turn can "Deliver" on "Consistently-Growing" values for their customers and all stakeholders.

1.2 What We Do

Using our services we help clients:

- Evaluate and acquire new markets, technologies and systems
- Create prototypes, pilots and proof-of-concepts
- Develop and launch new products and services
- Market Expansion of new and existing services
- Reposition and Sustain existing offerings
- Implement new/major upgrades of systems and infrastructure
- Improve operational excellence from existing services and systems
- Create the best-of-breed customers and partners

1.3 Our Core Values

Our Core Values guide us in how we create respect and value our judgment and deliver on our commitments:

- Client Value Focus
- Genuine Goodwill
- Smart and Characterful People
- Global Focus
- Respect
- Integrity

1.4 Our Vision

Show and Prove to our customers that our ideas, services, solutions and commitments will pave the path for them to further generate their business value, via our critical services.

1.5 Our Mission

To stay Committed to our customers in order to help them understand what we offer and execute on what we say.

1.6 Our Value Propositions

Our belief is that we have "Critical-Value-Relationships" with world's leading Converged Communications and IT companies and all entities which utilize their products and services. Among the many strengths that distinguish Global-i in the Converged Communications & IT marketplace are:

- Extensive Communications & IT Industry Expertise
- Targeted, End-to-End and Evolving Consulting Service offerings
- Expertise in Lifecycle, Implementation and Technology Services Consulting
- Expertise in Project-based Contracting and Outsourcing for Lifecycle services, IT services, Engineering services, Product/Service/Infrastructure/Systems Implementation and Deployment services
- History of Business and Technology Innovation and Service Expertise
- Commitment to the Long-term development of our customers, employees and partners
- Proven and determined leadership team

1.7 Corporate Citizenship

Being a good corporate citizen is part of our identity.

1.8 Industry Focus

- Telecommunications
- Wireless
- Cable MSOs
- Satellite
- Managed Service Providers (MSPs)/Systems Integrators
- Infrastructure/Hardware/Software/Services
- Internet Service Providers
- Content Providers/E-Commerce
- Media
- Entertainment
- IT/Software/OSS/BSS
- SAAS (Software as a Service)
- Semi-Conductors

1.9 Customer Segments

- Wireless Communications Service Providers: Mobile Operators, Satellite Service Providers, WiMax/Mobile Broadband/Wifi, FMC, MVNOs, Content Providers
- Wireline/IP/Broadband Communications Service Providers: RBOCs, CLECs, ILECS, Managed Service Providers/Systems Integrators, Hosted Service Providers
- Internet Service Providers: ISPs, Media, Entertainment
- E-Commerce and E-Business Service Providers
- Communications Software/Hardware Manufacturers: OEMs, ODMs, ISVs
- Enterprise Clients: Fortune/Global Enterprises and Mid-size companies in Manufacturing, Finance/Banking/Insurance, Healthcare/Medical, Hospitality, etc.

- Government Clients: Federal/State/Local Agencies Education Clients: Universities, Colleges, School Districts, Training Agencies

1.10 Our Practice Areas

Global-i provides consulting services across several Information and Communications Technology (ICT) subject areas and has developed a full practice around them to deliver our consulting services directly from our delivery centers as well as support our outsourcing team on the ground embedded in client teams.

- [Global-i Product Lifecycle Management \(PLM\) Practice](#)
- [Global-i Strategy and Thought-Leadership Practice](#)
- [Global-i LABS Practice](#)
- [Global-i Government Solutions Practice](#)
- [Global-i Channel Partner Practice](#)
- [Global-i Marketing Services Practice](#)
- [Global-i Enterprise Communications Practice](#)
- [Global-i Fixed/Wireline Communications Practice](#)
- [Global-i Wireless Communications Practice](#)
- [Global-i Cable MSO Practice](#)
- [Global-i Satellite Communications Practice](#)
- [HGlobal-i Managed Infrastructure and Network Services \(MSP\) Practice](#)
- [Global-i Communications Wholesale Services-based Practice](#)
- [Global-i Endpoints, Handsets, Device OS and Embedded Devices-based Practice](#)
- [Global-i OSS-BSS Practice](#)
- [Global-i Information Technology \(IT\) Practice](#)
- [Global-i Business Process Integration Practice](#)
- [Global-i Broadband and Internet Practice](#)
- [Global-i Content and Media Practice](#)
- [Global-i Emerging Technologies Practice](#)
- [Global-i Security, Protection and Related IP Practice](#)
- [Global-i Smart Grid Practice for Energy and Utilities](#)
- [Global-i Cloud Computing Practice](#)

1.11 Our Market Coverage

U.S. (Nationwide), Global

1.12 Our Services

Global-i provides consulting and project-based contracting services in several Information Communications Technology (ICT) subject areas and has developed its own methodologies in delivering these services across multiple solution areas

- [Global-i LifecycleDrive™](#) (Full-Lifecycle Service)
- [Global-i ProductDevelopment™](#) (Product and Service Development Service)
- [Global-i GTM™](#) (Go-to-Market Service)
- [Global-i PMO™](#) (Program and Project Management)
- [Global-i D2IS™](#) (Decision to Implementation & Deployment Service)
- [Global-i ReStrat™](#) (Proof-of-Concept Service)
- [Global-i LEAPS™](#) (Lab and Partner Service)
- [Global-i IntelScape™](#) (Intelligence-based Services)
- [Global-i ExpertConsultant™](#) (Project-based Contracting Service)
- [Global-i D2OS™](#) (Decision to Outsource Service)

1.13 Our Solutions

Global-i provides our consulting and outsourcing services across most vertical market areas.

- [OEM Solutions](#)
 - [OEM](#)
 - [ODM](#)
 - [ISVs](#)
- [Service Provider Solutions](#)
 - [Telco Carriers](#)
 - [Wireless Carriers](#)
 - [Cable MSOs](#)
 - [Satellite Providers](#)
 - [Managed Service Providers](#)
 - [Hosted Service Providers](#)
 - [Internet Service Providers](#)
 - [Application Service Providers](#)
 - [Systems Integrators](#)
- [Enterprise Solutions](#)
- [Government Solutions](#)
- [Vertical Market Solutions](#)
 - Education
 - Healthcare
 - Hospitality
 - Financial and Banking
 - Insurance
 - Manufacturing
 - Services
 - Transportation and Logistics
- [Professional Services Solutions](#)

2. Identification of Needs

2.1 Client Details

Client Company	Encell Technology
Address	
Client Contact	
Contact Title	
Contact Phone	
Contact Fax	
Contact Email	
Website	

Global-i, Inc. is pleased to provide this proposal for providing Global-i Consulting Services to Encell Technology (Encell) (Client). We appreciate the opportunity to present our services and look forward to contributing to Encell's success. This proposal describes the proposed services to be provided by Global-i, Inc. to Encell. Per client's objectives, client is requesting Global-i Consulting and Outsourcing services to achieve a successful Consulting Solution for the below requirements.

2.2 Client Requirements

Requirements	Details
1.0	Define and provide technical development for the Sentinel Monitoring Software to include environmental measurement and reporting ability
2.0	Trend Analysis to provide Monitoring Output
3.0	Provide technical development for accessing the data remotely, storing the data on-site within the Sentinel for up to 7-days and consulting on any hardware requirements to enable the software platform
4.0	Provide technical development for a Graphical User interface and integration standards of our data into Telecommunications Providers OSS environments
5.0	Define and develop SNMP MIB for alarm and performance data
6.0	Provide integration for any existing dry contact type alarms due to site configuration or OSS configurations that are defined
7.0	Developing overall Element Strategy, NMS Strategy, and detailed EMS and NMS requirements document
8.0	Development of a Network Management Solution

2.3 Assumptions

Assumptions	Details
1	Global-i Consulting Services will adopt Global-i and Encell Full-Lifecycle and Implementation Methodologies, Business Processes and Tools for conducting all activities
2	Global-i will present themselves to external audience and partners as part of the Encell Team
3	Encell will provide knowledge transfer, full operational support, product support and project collaboration to Global-i

2.4 Client Business Review

Review Data	Details
1	Encell Technology has developed a control and monitoring device for lead acid based battery applications for the Utility and Telecommunications verticals that proactively measures various environmental variables to assess the state-of-health of lead acid battery stacks.
2	The solution serves two main purposes: (1) it optimizes performance of lead acid batteries, and (2) provides network operating centers real-time monitoring and aggregates survey data collected for trend analysis.
3	Encell Technology has a continuing requirement to develop, maintain, upgrade and enhance the quality of this system to fit the market place and create innovation.

2.5 Scope

Scope	Details
1.0	The Contractor understands that the first priority of the project is to design and build a Carrier class fault management feed that is reliable and extensible. The interface is to provide real-time notification of events that occur within the Sentinel Battery plant.
2.0	Additional engineering within the Sentinel product may be required to provide functionality if the core data or ability to generate an alarm or event does not exist.
3.0	Additionally as part of Phase 1, the GUI interface is designed, developed and deployed within the Sentinel device. At this time, with the available information on hand, there does appear to be a method to include this functionality in the ExPORT of ExPORT Pro module. This will require further investigation with the Vendor with regards to memory usage and consumption utilizing Lantronix coding language to keep the applications as small as possible.
4.0	The element fault management capabilities must be managed proactively as product or engineering changes are made. Each time a new alarm type or metric is added to product, corresponding work must be completed with the element management suite. The Contractor will provide knowledge transfer to enable the Encell team to maintain the platform.
5.0	With respect to the development of a Network Management Solution. There are several key design areas that must be considered: 1. Base architecture - Server based or designed module 2. Platform - Java based, Windows, LINUX, UNIX etc

	3. Targeted product Vendors for management – agreements
6.0	Provide Full-Lifecycle Services for Launching Client’s Network Monitoring and Management Solution (NMMS), including Business Strategy, Product Management, Product Architecture, Product Planning, Product Development, Product Testing, Program/Project Management and Product Deployment to boost Market Adoption, Trial and Deployment activities
7.0	Undertake the Ecosystem Assessments and Gap Analysis specific to the US and Client’s other Key Markets
8.0	Undertake the Formulation of Product Portfolio Strategy, Go-to-Market Strategy and Business Case Development specific to the US and Client’s other Key Markets
9.0	Undertake Complete Program and Project Management
10.0	Undertake Product Architecture and Design specific to the US and Client’s other Key Markets
11.0	Undertake Product Planning and Product Development
12.0	Undertake Product Tests and Trials (Lab and Customer Trials) specific to the US and Client’s other Key Markets
13.0	Undertake Product Deployment and Implementation Activities
14.0	Undertake Product Support and Maintenance Activities

2.6 Contract Commitment

Minimum Engagement	Time Frame
Initial Contract (2010-2011)	12 Months
Extended Contract	Renewed Quarterly, Semi-Annually, Annually or per T&M

2.7 Engagement Plan

Engagement Plan	Delivery Time Frame
Engagement Locations	Global-i Delivery Centers and End-Customer and Channel Locations
Engagement Timeframe	2010-2011 (Initial)
Engagement Requirements	Requirements Executed via Signed Agreement

3. Proposed Service

3.1 Objectives

Service Objectives	Details
1	Provide Global-i Consulting Solution and Resources Team leading to Creation and Extension of Objective and Domain-specific Presence and Pursuit in United States and elsewhere, Working Closely and Reporting into Encell Team.
2	Provide Key Global-i Consulting Practice Office Guidance, Support and Management to Global-i Dedicated Consulting Team
2	Global-i represents Encell to Partners, Customers and all other Business Stakeholders, and adopts Encell' and Global-i's Business Processes, Methodologies and Tools while engaged

3.2 Service

3.2.1 Solution

Global-i is offering Consulting Services-based Outsourcing Solution to Encell. Global-i's solution is as below and shown as a high-level solution plan in Appendix A:

Solution	Details
1	Global-i is offering an Outsourcing Solution via Global-i Consulting and Contracting Services performed as Encell Services
2	<p>Consulting and Contracting Solution will provide Encell Services as below:</p> <p>Global-i Consulting Services</p> <ul style="list-style-type: none"> • Provide Consulting and Outsourcing Solution for Full-Lifecycle Consulting for Assessments and Analysis, Strategy, Business Case, Architecture and Design Development, Requirements Gathering, Roadmapping and Feature Phasing, Partner Management, Testing, Launch, Product Implementation, and Post-Launch Support of Encell's Network Management Solution <ul style="list-style-type: none"> ○ Product Manager Consultant (PMC) ○ One Resource (One Consultant) • Provide Consulting and Outsourcing Solution for System Architect and Engineering Consulting for Systems Design, Product Architecture, Product Engineering and Product Engineering, Product Testing, Product Deployment and Integration Support of Encell's Network Management Solution <ul style="list-style-type: none"> ○ System Architect Consultant (SAC) ○ One Resource (One Consultant) • Provide Consulting and Outsourcing Solution for Technical Product Development Manager Consulting for Technical Development Activities, including Product Development, Implementation, Maintenance and Support of Encell's Network Management Solution

	<ul style="list-style-type: none"> ○ Product Development Manager Consultant (PDMC) ○ One Resource (One Consultant) <ul style="list-style-type: none"> ● Provide Consulting and Outsourcing Solution for Technical Program and Project Management Consulting for Technical Full-Lifecycle Program and Project Management Activities, including Product Implementation, Maintenance and Support of Encell's Network Management Solution <ul style="list-style-type: none"> ○ Program and Project Management Consultant (PPMC) ○ One Resource (One Consultant)
3	Global-i represents Encell and adopts Encell and Global-i Business Processes, Methodologies and Tools while engaged
4	Global-i will report to the Encell Team

3.2.2 Deliverables

Deliverables	Details
1.0	Detailed Solution Proposal with Firm Pricing
2.0	Preliminary Project Plan with Milestones
3.0	Preliminary Roadmap
4.0	A kick-off meeting to begin project
5.0	Twice weekly updates of progress
6.0	Global-i Consulting Resources Acquisition
7.0	Global-i Consulting Resources Engagement and Delivery
8.0	Global-i Consulting Resources Management, Reporting and Alignment
9.0	Global-i Consulting Practice Office Support

3.2.3 Project Team

Team	Details
Global-i Consulting Services Team	Global-i Delivery center (Remote/Virtual Office) based team providing Consulting services (includes Flexibility to Travel)
Global-i Practice Team	Global-i Delivery center based team providing guidance and support services on as need basis to Global-i Consulting Services Team
Global-i Account, Solution and Delivery Leader	Single Point of Contact

4. Why Choose Global-i

4.1 Benefits of our Proposed Service

- Strategic Partnering for Global-i Consulting Services and Solution for Dedicated Requirements and an Option to Extend to other Global-i Solution Areas
- Boost Encell's Operational Effectiveness
- Best-fit for Encell New Service Development, Launch, Deployment and Post-Implementation Support Resulting in:
 - Significant annual savings
 - Meeting Speed-to-Delivery Metrics
 - Flexible Structure

4.2 Competitive Advantages

- Strong Industry Exposure and Access across
 - Communications Network Products, Services and backend IT, Operations, Network and Service Delivery Assets
 - Overall Convergence landscape
- Quick Resource Acquisition and Deployment
- Immediate Consulting and Contracting Services Deployment
 - with an extension of other Services across future Encell products, services and market footprint

4.3 Team Qualifications

- Strong Understanding
 - of End-to-End communications customers business cycle
 - Business Strategy
 - Product Development
 - Service Launch
 - Service Delivery
 - Operations, Network Services
 - Marketing and Sales
 - Telecommunications and Information Technology
 - IT Program and Project Management
 - Business Continuity and Sustenance

- of Communications Customer Convergence needs
 - Partner Ecosystem
 - Competitive Ecosystem
- Global-i Methodologies based services and solutions
 - Full-Lifecycle Services, Go-to-Market Services, Implementation Services, PMO Services, Technology Strategy, Architecture and Design Services, Engineering Services, Innovation Services, Product Development, Product Management, Communications and IT Infrastructure and Services, Marketing Services, Service Delivery, Operations, Market Expansion, Pre-Sales and Sales, Business Development, Channel Development, Next-generation Services

4.4 Success Stories

- **Sprint-Nextel Wireless, Wireline & Wholesale Services Billing, Development, Go-to-Market, PMO & Implementations**
Across Voice, Data, Video, WiMax, FMC, OSS-BSS and other Enterprise & SP Applications
- **T-Mobile/T-Systems Wireless Services Development, Go-to-Market, PMO, IT Operations & Implementations**
SMS, MMS, Video, UC, FMC, T-Mobile@Home, T-Mobile HotSpot, OSS-BSS Systems
- **XO Communications Development, Go-to-Market, PMO, IT Operations, Network Services & Implementations**
Hosted VoIP Services, Managed IPT Services, SIP Trunking Service, Broadband Wireless, Data Services, OSS-BSS Systems
- **Terrestar Development, Go-to-Market, PMO, Engineering, Service Delivery & Implementations**
Hybrid Satellite, VoIP and Wireless Services
- **Nextel Development, Go-to-Market, PMO & Implementations, IT Operations, Network Services for IDEN Services**
Next-Generation Messaging, Next-Generation Voice/Data/Video/Multimedia, SmartPhone OS and Devices, OSS-BSS, Data Warehousing, Business Intelligence
- **NEC Development, Go-to-Market, PMO & Implementations for Carrier and Enterprise Networks**
IP Telephony, Enterprise Voice and Data Networking, Mobility, Messaging, LAN/WAN, Desktops/Endpoints/Devices, Manufacturing, Licensing
- **Glenayre/IP-Unity Development, Go-to-Market, PMO & Implementations for Mobile and Fixed Line Service Providers/Operators**
Messaging Infrastructure, SMSC, MMSC, Video mail, Chat, Presence, Speech, Web, Devices, Missed Call, Video Telephony, Handsets, Manufacturing, Joint-Development, Technology Partnerships, Integration

5. Implementation Plan

5.1 Methodology

Methodology Phases	Methodology Process
1. Analyze	Client Initiative, Client Business Processes, Client Offerings, Client Customers, Client Operations, Client Requirements
2. Design	Consulting Services-based Solutions
3. Setup	Delivery Planning, Resource Acquisition
4. Deploy	Delivery Management
5. Goal Planning	Across all engaged areas

5.2 Implementation Schedule

Schedule Timeframe	Milestone
Week 1 (Upon Contract Signing and Retainer Paid)	Kick-off and Resource Allocation
Week 2-4	Setup Phase – Start Resourcing and Setup - Detailed Solution Planning, Design and Setup
Week 5 and Forward	Delivery Phase – Start Delivery with Resources Loaded

6. Pricing and Payment Terms

6.1 Pricing

Item	Services	Global-i Resource Commitment (Quantity)	Fulfillment Role	Pricing (in USD)
1	Product Manager Consultant (PMC)	Consulting Resources ¹ Resource Quantity: 1 Individual Resource (1 Consultant) Duration: 12 Months Location: Remote/Virtual Office with Flexibility to Travel	Full-Lifecycle Consulting, Product Management	Included
2	Systems Architect and Engineer Consultant (SAC)	Consulting Resources ¹ Resource Quantity: 1 Individual Resource (1 Consultant) Duration: 12 Months Location: Remote/Virtual Office with Flexibility to Travel	Systems Architect, Engineering, Testing	Included
3	Product Development Manager Consultant (PDMC)	Consulting Resources ¹ Resource Quantity: 1 Individual Resource (1 Consultant) Duration: 12 Months Location: Remote/Virtual Office with Flexibility to Travel	Technical Development, Lab, Implementation	Included
4	Program and Project Manager Consulting (PPMC)	Consulting Resources ¹ Resource Quantity: 1 Individual Resource (1 Consultant) Duration: 12 Months Location: Remote/Virtual Office with Flexibility to Travel	Technical Program and Project Management	Included
Total		Consulting Resources		

Note 1

If requirement for additional consulting resources over and above the consulting resource(s) proposed here arises, then additional pricing will apply per resource requirement(s) from scope change.

Note 2

Any taxes or other obligations to be paid by Encell will be over and above this pricing.

6.2 Payment Terms and Schedule

Payment Terms and Payment Schedule are based on a Retainer Plus Monthly Billing Payment Schedule shown below

Payment Terms	Payment Description	Payment Schedule (in USD)
Service Retainer	20% Retainer for Consulting and Outsourcing Services	
Service Monthly Billing	Monthly Billing net of Retainer for Consulting and Outsourcing Services. Includes Consulting Resources.	
Software and Hardware Development Lab, Development Tools (Build Tools and Production Tools), Lab Tools (Testing Tools), 3 rd Party Products and Tools (SKDs, APIs, etc), Licenses, Hands-on Consulting Resources for Development, Testing and Production Environment, and All Costs Related to Direct Development, Testing, Production and Post-Production Support Activities	Invoiced Separately	Paid under an Addendum Contract to this Master Contract as Requirements and Budgets are Firmed up and Approved by Encell Management and Board, Via Engaged Global-i Consulting Activities
All Field Expenses and Costs Related to Field Trials for one and more Vendors, including Travel to Vendor Sites, Requirement Costs of Vendors, Vendor 3 rd Party Interfacing Costs and if needed Resourcing at Vendor Sites	Invoiced Separately	Paid under an Addendum Contract to this Master Contract as Vendors are Selected and Field Trials Conducted
All Marketing, Research and Operations Related Costs, including buying commercially available Syndicated Data and Marketing Tools	Invoiced Separately	Paid Prior to Arrangements are made
Travel and Related Expenses for Engagement Related In-town and Out of town Travel	Invoiced Separately	Paid Prior to Arrangements are made
Global-i Dedicated Consulting Resource(s) Conversion Cost to Encell Permanent Employee after Global-i Consulting Engagement is Completed ¹	Invoiced Separately	

1. Encell cannot make a Permanent Employee and/or Consulting Employee and/or any other Business Relationship offers to Global-i Consulting Resource(s) till after the end of the engagement and to Global-i non-Dedicated Consulting Resources for a period of 5 years from the end of the engagement.

6.3 Extension

This agreement can be extended for additional consulting resource requirements and/or additional time requirements, per a written agreement based on the required scope, as an addendum to this agreement via a signed and fully executed addendum agreement.

6.6 Approval

Approval

If you are in agreement with this proposal, please sign and date below and return this entire signed agreement to Global-i by faxing to (484) 770-2917. This proposal is valid for 30 days from the date of this proposal.

Sincerely,

Accepted by Client:

“Encell”

Signature

Signature

Dave Roy

By: _____

President

Title: _____

Global-i, Inc.

Encell

Date : _____

Date: _____

Upon this Global-i Proposal Signing a Formal Agreement (Global-i Contract) will be required to be Accepted and Signed. This Global-i Proposal will become part of the Global-i Contract.