



State of West Virginia
Department of Administration
Purchasing Division
2019 Washington Street East
Post Office Box 50130
Charleston, WV 25305-0130

Solicitation

NUMBER
DPS1337

PAGE
1

ADDRESS CORRESPONDENCE TO ATTENTION OF:
TARA LYLE 304-558-2544

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RFQ COPY
TYPE NAME/ADDRESS HERE
Digital Ally Inc.
9705 Loiret Boulevard
Lenexa, KS 66219
Phone: 913-814-7774

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WEST VIRGINIA STATE POLICE

4124 KANAWHA TURNPIKE
SOUTH CHARLESTON, WV
25309 304-746-2141

DATE PRINTED
05/01/2013

BID OPENING DATE: 05/29/2013

BID OPENING TIME 01:30PM

LINE	QUANTITY	UOP	CAT NO.	ITEM NUMBER	UNIT PRICE	AMOUNT
OPEN-END CONTRACT						
THE WEST VIRGINIA PURCHASING DIVISION FOR THE AGENCY, WV STATE POLICE, IS SOLICITING BIDS TO PROVIDE DIGITAL MOBILE VIDEO SYSTEMS AND RELATED ACCESSORIES FOR THE WV STATE POLICE, PER THE ATTACHED SPECIFICATIONS.						
ATTACHMENTS INCLUDE:						
1. INSTRUCTIONS TO VENDORS SUBMITTING BIDS						
2. GENERAL TERMS AND CONDITIONS						
3. DPS1337 SPECIFICATIONS						
4. CERTIFICATION AND SIGNATURE PAGE						
5. PURCHASING AFFIDAVIT						
6. RESIDENT VENDOR PREFERENCE (RVP) FORM						
7. ADDENDUM ACKNOWLEDGEMENT FORM						
0001	100	LS		840-70	\$5,548.90	\$551,890.00
DIGITAL SYSTEM AND COMPONENTS (Includes DVM-750 Kit, WTM, Rear Seat Aux Camera, WTM Server Software, VuVault Server Software & Shipping)						
0002	15	LS		840-70	\$535.50	\$8032.50
CAMERA						
05/28/13 09:11:32 AM West Virginia Purchasing Division						
SIGNATURE <i>Heath Bidcan</i>				TELEPHONE 913-814-7774		DATE 5/15/13
TITLE Bid Specialist		FEIN 20-0061269		ADDRESS CHANGES TO BE NOTED ABOVE		

WHEN RESPONDING TO SOLICITATION, INSERT NAME AND ADDRESS IN SPACE ABOVE LABELED 'VENDOR'



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LINE	QUANTITY	UOP	CAT NO	ITEM NUMBER	UNIT PRICE	AMOUNT
0003	15	LS		840-70	\$157.50	\$2362.50
	INTERNAL AUXILLIARY CAMERA					
0004	15	LS		803-40	\$328.50	\$4,927.50
	REMOTE MICROPHONE TRANSMITTER (RMT)					
0005	50	LS		287-12	\$27.00	\$1,350.00
	RMT BATTERIES					
0006	15	LS		725-49	\$90.00	\$1350.00
	GPS RECEIVERS					
0007	200	LS		205-32	\$44.10	\$8,820.00
	MEDIA/VIDEO STORAGE (CF CARDS)					

SIGNATURE <i>Heath Bidan</i>	TELEPHONE 913-814-7774	DATE 5/15/13
TITLE Bid Specialist	FEIN 20-0061269	ADDRESS CHANGES TO BE NOTED ABOVE

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	Digital Ally Inc.
	9705 Loiret Boulevard
	Lenexa, KS 66219 Phone: 913-814-7774

S H I P T O	WEST VIRGINIA STATE POLICE
	4124 KANAWHA TURNPIKE
	SOUTH CHARLESTON, WV
	25309 304-746-2141

DATE PRINTED
05/01/2013

BID OPENING DATE: 05/29/2013

BID OPENING TIME 01:30PM

LINE	QUANTITY	UOP	CAT. NO.	ITEM NUMBER	UNIT PRICE	AMOUNT
0008	100	LS		939-21	\$800.00	\$80,000.00
	EXTENDED MAINTENANCE AGREEMENTS Standard 2 Year Warranty (Included) 2 Year Extended (4 Total) = \$800.00/unit					
0009	***** THIS IS THE END OF RFQ DPS1337 ***** TOTAL:					\$661,732.50

SIGNATURE <i>Heath Eiden</i>	TELEPHONE 913-814-7774	DATE 5/15/13
TITLE Bid Specialist	FEIN 20-0064269	ADDRESS CHANGES TO BE NOTED ABOVE

WHEN RESPONDING TO SOLICITATION, INSERT NAME AND ADDRESS IN SPACE ABOVE LABELED 'VENDOR'

4 CONTRACT AWARD:

4.1 Contract Award: The Contract is intended to provide Agencies with a purchase price on all Contract Items. The Contract shall be awarded to the Vendor that provides the Contract Items meeting the required specifications for the lowest overall total cost as shown on the Pricing Page.

4.2 Pricing Pages: Vendor should complete the Pricing Pages by placing a per unit cost in the appropriate field and extending the price to reflect the estimated quantity requested. Vendor should complete the Pricing Pages in their entirety as failure to do so may result in Vendor's bids being disqualified.

The Pricing Pages contain a list of the Contract Items and estimated purchase volume. The estimated purchase volume for each item represents the approximate volume of anticipated purchases only. No future use of the Contract or any individual item is guaranteed or implied.

Notwithstanding the foregoing, the Purchasing Division may correct errors at its discretion. Vendor should type or electronically enter the information into the Pricing Pages to prevent errors in the evaluation.

5 ORDERING AND PAYMENT:

5.1 Ordering: Vendor shall accept orders by regular mail, facsimile, e-mail, or any other written forms of communication. Vendor may, but is not required to, accept on-line orders through a secure internet ordering portal/website. If Vendor has the ability to accept on-line orders, it should include in its response a brief description of how Agencies may utilize the on-line ordering system. Any on-line ordering system must have the capability to restrict prices and available items to conform to the Catalog originally submitted with this RFQ. Vendor shall ensure that its on-line ordering system is properly secured prior to processing Agency orders on-line.

5.2 Payment: Vendor shall accept payment in accordance with the payment procedures of the State of West Virginia.

6 DELIVERY AND RETURN:

6.1 Delivery Time: Vendor shall deliver standard orders within 45 working days after orders are received. Vendor shall deliver emergency orders within 15 working day(s) after orders are received. Vendor shall ship all orders in accordance with the above schedule and shall not hold orders until a minimum delivery quantity is met.

REQUEST FOR QUOTATION
DPS 1337 Digital Mobile Video Systems

000037

- 6.2 Late Delivery:** The Agency placing the order under this Contract must be notified in writing if orders will be delayed for any reason. Any delay in delivery that could cause harm to an Agency will be grounds for cancellation of the delayed order, and/or obtaining the items ordered from a third party.

Any Agency seeking to obtain items from a third party under this provision must first obtain approval of the Purchasing Division.

- 6.3 Delivery Payment/Risk of Loss:** Standard order delivery shall be F.O.B. destination to the Agency's location. Vendor shall include the cost of standard order delivery charges in its bid pricing/discount and is not permitted to charge the Agency separately for such delivery. The Agency will pay delivery charges on all emergency orders provided that Vendor invoices those delivery costs as a separate charge with the original freight bill attached to the invoice.

- 6.4 Return of Unacceptable Items:** If the Agency deems the Contract Items to be unacceptable, the Contract Items shall be returned to Vendor at Vendor's expense and with no restocking charge. Vendor shall either make arrangements for the return within five (5) days of being notified that items are unacceptable, or permit the Agency to arrange for the return and reimburse Agency for delivery expenses. If the original packaging cannot be utilized for the return, Vendor will supply the Agency with appropriate return packaging upon request. All returns of unacceptable items shall be F.O.B. the Agency's location. The returned product shall either be replaced, or the Agency shall receive a full credit or refund for the purchase price, at the Agency's discretion.

- 6.5 Return Due to Agency Error:** Items ordered in error by the Agency will be returned for credit within 30 days of receipt, F.O.B. Vendor's location. Vendor shall not charge a restocking fee if returned products are in a resalable condition. Items shall be deemed to be in a resalable condition if they are unused and in the original packaging. Any restocking fee for items not in a resalable condition shall be the lower of the Vendor's customary restocking fee or 5% of the total invoiced value of the returned items.

7 MISCELLANEOUS:

- 7.1 No Substitutions:** Vendor shall supply only Contract Items submitted in response to the RFQ unless a contract modification is approved in accordance with the provisions contained in this Contract.
- 7.2 Vendor Supply:** Vendor must carry sufficient inventory of the Contract Items being offered to fulfill its obligations under this Contract. By signing its bid, Vendor certifies that it can supply the Contract Items contained in its bid response.

REQUEST FOR QUOTATION
DPS 1337 Digital Mobile Video Systems

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- 7.3 **Reports:** Vendor shall provide quarterly reports and annual summaries to the Agency showing the Agency's items purchased, quantities of items purchased, and total dollar value of the items purchased. Vendor shall also provide reports, upon request, showing the items purchased during the term of this Contract, the quantity purchased for each of those items, and the total value of purchases for each of those items. Failure to supply such reports may be grounds for cancellation of this Contract.
- 7.4 **Contract Manager:** During its performance of this Contract, Vendor must designate and maintain a primary contract manager responsible for overseeing Vendor's responsibilities under this Contract. The Contract manager must be available during normal business hours to address any customer service or other issues related to this Contract. Vendor should list its Contract manager and his or her contact information below.

Contract Manager: Greg Dyer
Telephone Number: 913-814-7774
Fax Number: 913-814-7775
Email Address: greg.dyer@digitalallyinc.com

REQUEST FOR QUOTATION
DPS 1337 Digital Mobile Video Systems

000039

DPS 1337 Pricing Page

DPS 1337 Digital Mobile Video Systems				
Item #	Description	*Estimated Annual Quantity	Unit Price	Extended Price
3.1	Digital System and Components	100	\$ 5,548.90	\$ 554,890.00
3.3	Main Camera	15	\$ 535.50	\$ 8032.50
3.4	Internal Auxiliary Cameras	15	\$ 157.50	\$ 2362.50
3.6	Additional Remote Microphone Transmitter (RMT)	15	\$ 328.50	\$ 4927.50
3.6.11	RMT Batteries	50	\$ 27.00	\$ 1350.00
3.7	Additional GPS Receiver	15	\$ 90.00	\$ 1350.00
3.8	Media/Video Storage (CF Cards)	200	\$ 44.10	\$ 8,820.00
3.14	Extended Maintenance Agreements	100	\$ 800.00	\$ 80,000.00
Failure to use this form may result in disqualification.			Total Cost:	\$ 661,732.50
Bidder / Vendor Information: Name: <u>Digital Ally Inc.</u> Address: <u>9705 Loiret Blvd</u> <u>Lenexa, KS 66219</u> Phone #: <u>913-814-7774</u> Email Address: <u>bids@digitalallyinc.com</u> Authorized Signature: <u><i>Keith Bidler</i></u>				
Contact Coordinator Information: Name: <u>Greg Dyer</u> Address: <u>9705 Loiret Blvd</u> <u>Lenexa, KS 66219</u> Phone #: <u>913-814-7774</u> Email Address: <u>greg.dyer@digitalallyinc.com</u>				
*Quantities are estimated annual usage for bidding purposes and bidder's information.				

CERTIFICATION AND SIGNATURE PAGE

By signing below, I certify that I have reviewed this Solicitation in its entirety; understand the requirements, terms and conditions, and other information contained herein; that I am submitting this bid or proposal for review and consideration; that I am authorized by the bidder to execute this bid or any documents related thereto on bidder's behalf; that I am authorized to bind the bidder in a contractual relationship; and that to the best of my knowledge, the bidder has properly registered with any State agency that may require registration.

Digital Ally Inc.

(Company)

Heath Bideau

(Authorized Signature)

Heath Bideau, Bid Specialist

(Representative Name, Title)

913-814-7774

(Phone Number)

913-814-7775

(Fax Number)

5/15/13

(Date)

STATE OF WEST VIRGINIA
Purchasing Division
PURCHASING AFFIDAVIT

MANDATE: Under W. Va. Code §5A-3-10a, no contract or renewal of any contract may be awarded by the state or any of its political subdivisions to any vendor or prospective vendor when the vendor or prospective vendor or a related party to the vendor or prospective vendor is a debtor and: (1) the debt owed is an amount greater than one thousand dollars in the aggregate; or (2) the debtor is in employer default.

EXCEPTION: The prohibition listed above does not apply where a vendor has contested any tax administered pursuant to chapter eleven of the W. Va. Code, workers' compensation premium, permit fee or environmental fee or assessment and the matter has not become final or where the vendor has entered into a payment plan or agreement and the vendor is not in default of any of the provisions of such plan or agreement.

DEFINITIONS:

"Debt" means any assessment, premium, penalty, fine, tax or other amount of money owed to the state or any of its political subdivisions because of a judgment, fine, permit violation, license assessment, defaulted workers' compensation premium, penalty or other assessment presently delinquent or due and required to be paid to the state or any of its political subdivisions, including any interest or additional penalties accrued thereon.

"Employer default" means having an outstanding balance or liability to the old fund or to the uninsured employers' fund or being in policy default, as defined in W. Va. Code § 23-2c-2, failure to maintain mandatory workers' compensation coverage, or failure to fully meet its obligations as a workers' compensation self-insured employer. An employer is not in employer default if it has entered into a repayment agreement with the Insurance Commissioner and remains in compliance with the obligations under the repayment agreement.

"Related party" means a party, whether an individual, corporation, partnership, association, limited liability company or any other form or business association or other entity whatsoever, related to any vendor by blood, marriage, ownership or contract through which the party has a relationship of ownership or other interest with the vendor so that the party will actually or by effect receive or control a portion of the benefit, profit or other consideration from performance of a vendor contract with the party receiving an amount that meets or exceeds five percent of the total contract amount.

AFFIRMATION: By signing this form, the vendor's authorized signer affirms and acknowledges under penalty of law for false swearing (W. Va. Code §61-5-3) that neither vendor nor any related party owe a debt as defined above and that neither vendor nor any related party are in employer default as defined above, unless the debt or employer default is permitted under the exception above.

WITNESS THE FOLLOWING SIGNATURE:

Vendor's Name: Digital Ally Inc.

Authorized Signature: *Keith Bidan* Date: 5/24/13

State of Kansas

County of Johnson, to-wit:

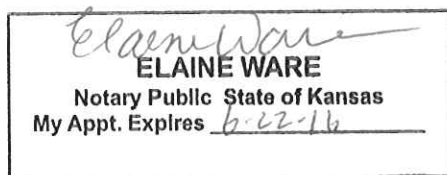
Taken, subscribed, and sworn to before me this 24 day of May, 2013

My Commission expires 6-22, 2016

AFFIX SEAL HERE

NOTARY PUBLIC *Elaine Ware*

Purchasing Affidavit (Revised 07/01/2012)



Rev. 07/12

State of West Virginia

VENDOR PREFERENCE CERTIFICATE

Certification and application* is hereby made for Preference in accordance with *West Virginia Code*, §5A-3-37. (Does not apply to construction contracts). *West Virginia Code*, §5A-3-37, provides an opportunity for qualifying vendors to request (at the time of bid) preference for their residency status. Such preference is an evaluation method only and will be applied only to the cost bid in accordance with the *West Virginia Code*. This certificate for application is to be used to request such preference. The Purchasing Division will make the determination of the Resident Vendor Preference, if applicable.

1. **Application is made for 2.5% resident vendor preference for the reason checked:**
☐ Bidder is an individual resident vendor and has resided continuously in West Virginia for four (4) years immediately preceding the date of this certification; or,
☐ Bidder is a partnership, association or corporation resident vendor and has maintained its headquarters or principal place of business continuously in West Virginia for four (4) years immediately preceding the date of this certification; or 80% of the ownership interest of Bidder is held by another individual, partnership, association or corporation resident vendor who has maintained its headquarters or principal place of business continuously in West Virginia for four (4) years immediately preceding the date of this certification; or,
☐ Bidder is a nonresident vendor which has an affiliate or subsidiary which employs a minimum of one hundred state residents and which has maintained its headquarters or principal place of business within West Virginia continuously for the four (4) years immediately preceding the date of this certification; or,
2. **Application is made for 2.5% resident vendor preference for the reason checked:**
☐ Bidder is a resident vendor who certifies that, during the life of the contract, on average at least 75% of the employees working on the project being bid are residents of West Virginia who have resided in the state continuously for the two years immediately preceding submission of this bid; or,
3. **Application is made for 2.5% resident vendor preference for the reason checked:**
☐ Bidder is a nonresident vendor employing a minimum of one hundred state residents or is a nonresident vendor with an affiliate or subsidiary which maintains its headquarters or principal place of business within West Virginia employing a minimum of one hundred state residents who certifies that, during the life of the contract, on average at least 75% of the employees or Bidder's affiliate's or subsidiary's employees are residents of West Virginia who have resided in the state continuously for the two years immediately preceding submission of this bid; or,
4. **Application is made for 5% resident vendor preference for the reason checked:**
☐ Bidder meets either the requirement of both subdivisions (1) and (2) or subdivision (1) and (3) as stated above; or,
5. **Application is made for 3.5% resident vendor preference who is a veteran for the reason checked:**
☐ Bidder is an individual resident vendor who is a veteran of the United States armed forces, the reserves or the National Guard and has resided in West Virginia continuously for the four years immediately preceding the date on which the bid is submitted; or,
6. **Application is made for 3.5% resident vendor preference who is a veteran for the reason checked:**
☐ Bidder is a resident vendor who is a veteran of the United States armed forces, the reserves or the National Guard, if, for purposes of producing or distributing the commodities or completing the project which is the subject of the vendor's bid and continuously over the entire term of the project, on average at least seventy-five percent of the vendor's employees are residents of West Virginia who have resided in the state continuously for the two immediately preceding years.
7. **Application is made for preference as a non-resident small, women- and minority-owned business, in accordance with *West Virginia Code* §5A-3-59 and *West Virginia Code of State Rules*.**
☒ Bidder has been or expects to be approved prior to contract award by the Purchasing Division as a certified small, women- and minority-owned business.

Bidder understands if the Secretary of Revenue determines that a Bidder receiving preference has failed to continue to meet the requirements for such preference, the Secretary may order the Director of Purchasing to: (a) reject the bid; or (b) assess a penalty against such Bidder in an amount not to exceed 5% of the bid amount and that such penalty will be paid to the contracting agency or deducted from any unpaid balance on the contract or purchase order.

By submission of this certificate, Bidder agrees to disclose any reasonably requested information to the Purchasing Division and authorizes the Department of Revenue to disclose to the Director of Purchasing appropriate information verifying that Bidder has paid the required business taxes, provided that such information does not contain the amounts of taxes paid nor any other information deemed by the Tax Commissioner to be confidential.

Under penalty of law for false swearing (*West Virginia Code*, §61-5-3), Bidder hereby certifies that this certificate is true and accurate in all respects; and that if a contract is issued to Bidder and if anything contained within this certificate changes during the term of the contract, Bidder will notify the Purchasing Division in writing immediately.

Bidder: Digital Ally Inc.

Signed: Heath Bidean

Date: 5/24/13

Title: Bid Specialist

ADDENDUM ACKNOWLEDGEMENT FORM
SOLICITATION NO.: DPS1337

Instructions: Please acknowledge receipt of all addenda issued with this solicitation by completing this addendum acknowledgment form. Check the box next to each addendum received and sign below. Failure to acknowledge addenda may result in bid disqualification.

Acknowledgment: I hereby acknowledge receipt of the following addenda and have made the necessary revisions to my proposal, plans and/or specification, etc.

Addendum Numbers Received:

(Check the box next to each addendum received)

- | | |
|---|--|
| <input type="checkbox"/> Addendum No. 1 | <input type="checkbox"/> Addendum No. 6 |
| <input type="checkbox"/> Addendum No. 2 | <input type="checkbox"/> Addendum No. 7 |
| <input type="checkbox"/> Addendum No. 3 | <input type="checkbox"/> Addendum No. 8 |
| <input type="checkbox"/> Addendum No. 4 | <input type="checkbox"/> Addendum No. 9 |
| <input type="checkbox"/> Addendum No. 5 | <input type="checkbox"/> Addendum No. 10 |

I understand that failure to confirm the receipt of addenda may be cause for rejection of this bid. I further understand that any verbal representation made or assumed to be made during any oral discussion held between Vendor's representatives and any state personnel is not binding. Only the information issued in writing and added to the specifications by an official addendum is binding.

Digital Ally Inc.

Company



Authorized Signature

5/24/13

Date

NOTE: This addendum acknowledgment should be submitted with the bid to expedite document processing.

Digital Mobile Video Systems



Department of Administration, Purchasing Division
2019 Washington Street East
Charleston, WV 25305-0130

Digital Ally, Inc. is pleased to participate in the West Virginia State Police's request for proposals for **Digital Mobile Video Systems**. We believe Digital Ally, Inc. has the experience to successfully furnish the State Police with a quality Digital In-Car Video System, to include everything from the In-Car components and Video Management Back End System Software.

Digital Ally has been successfully involved in the implementation of a wide variety of Digital In-Car Camera Solutions from the State Police level, national law enforcement agencies, (such as Mexico and Turkey) as well as county and municipal agencies throughout the United States. Over the past few years, Digital Ally Inc. has dominated the law enforcement industry and currently we are proudly represented in all 50 states and over 90 countries. We have over 30,000 units installed in vehicles throughout the world, while working with over 4,000 law enforcement agencies. Our sole business is still dedicated to designing, manufacturing, and selling quality, leading edge digital video systems and related products. We understand the work, dedication, and commitments involved and stand ready to perform all the tasks required within the scheduled time period.

The DVM-750 is Digital Ally's flagship In-Car Video Recording System and is fully integrated into a rear view mirror. It supports four cameras (two simultaneously) and four audio channels with D1 (720x480) high resolution video. The system has full wireless 802.11n network compatibility. It features secure, automated file transfer upon successful connection to the network with enterprise security level options. We also offer optional Radar Interface and MDC interface capabilities. Additional information is enclosed.

If the West Virginia State Police would like to evaluate our systems or would like a detailed in-person presentation we will be pleased to provide it at your convenience. Thank you again for the opportunity to submit our information and we stand ready to provide you with your Digital Ally DVM In-Car Video Recording Systems.

Sincerely,

Heath Bideau
Bid Specialist
Digital Ally, Inc.
bids@digitalallyinc.com
800-440-4947 (toll free)



West Virginia State Police



Digital Mobile Video Systems

Opening: May 29th 2013 at 1:30 PM

Submitted by:
Heath Bideau, Bid Specialist
Digital Ally, Inc.
Tel. #913-814-7774/800-440-4947
Email: <mailto:bids@digitalallyinc.com>



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Digital Ally Inc. - Company Profile

Corporate Headquarters Location:

Digital Ally Inc.
9705 Loiret Boulevard
Lenexa, KS 66219

Digital Ally Inc. is a publicly held corporation, incorporated in the State of Nevada and is traded under the symbol "DGLY".

Website: www.digitalallyinc.com

West Virginia Sales Representative:

Greg Dyer
Tel: 913-814-7774
Greg.Dyer@digitalallyinc.com
Digital Ally Inc. Toll Free: 800-440-4947

Greg is the exclusive Sales Agent for Digital Ally products in the State of West Virginia. Greg travels throughout the state on a regular basis and can assist an officer individually or a group of officers at their substation or district. He has been factory trained in the operation and installation of our system. Greg will also be Digital Ally's Project Manager / Coordinator for this project.

Contact Information for this RFP:

Heath Bideau, Bid Specialist
Digital Ally Inc.
9705 Loiret Boulevard
Lenexa, KS 66219
Tel. # 913-814-7774
Toll Free Tel. #800-440-4947
Fax # 913-814-7775

Team Members

STANTON E. ROSS

Chairman and Chief Executive Officer

Mr. Ross has served as Chairman and Chief Executive Officer since September 1, 2005. From March 1992 to June 2005, Mr. Ross was the Chairman and President of Infinity, Inc., a publicly held oil and gas production and service company (IFNY), and served as an officer and director of each of Infinity's subsidiaries. He resigned all of his positions with Infinity, Inc. in June 2005, except Chairman. From 1991 until March 1992, he founded and served as President of Midwest Financial, a financial services corporation involved in mergers, acquisitions and financing for corporations in the Midwest. From 1990 to 1991, Mr. Ross was employed by Duggan Securities, Inc., an investment banking firm in Overland Park, Kansas, where he primarily worked in corporate finance. From 1989 to 1990, he was employed by Stifel, Nicolaus & Co., a member of the New York Stock Exchange, where he was an investment executive. From 1987 to 1989, Mr. Ross was self-employed as a business consultant. From 1985 to 1987, Mr. Ross was President and founder of Kansas Microwave, Inc. From 1981 to 1985, he was employed by Birdview Satellite Communications, Inc., which manufactured and marketed home satellite television systems, initially as a salesman and later as National Sales Manager.

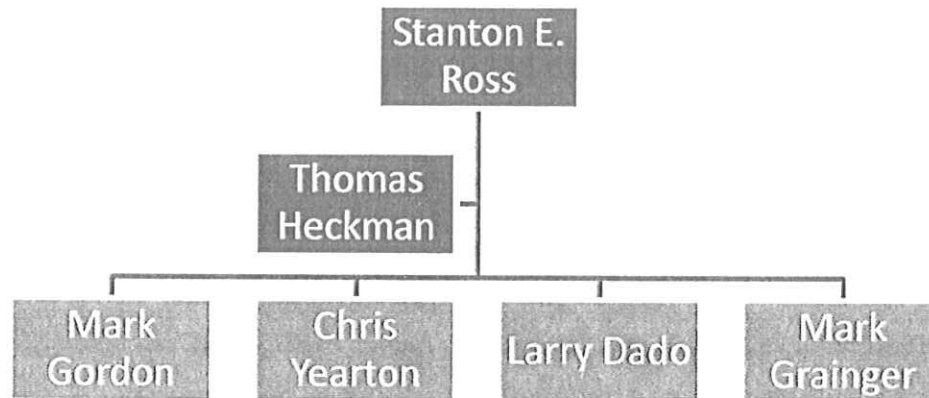
THOMAS HECKMAN

Chief Financial Officer

From 1983 until 2001, Mr. Heckman was employed by Deloitte and Touche, LLP; one of the largest auditing, consulting, financial advisory, risk management and tax services organizations in the world. During his 18 years with Deloitte and Touche, LLP, Mr. Heckman specialized in IPOs and Public Reporting entities. He served as partner in charge of a high-technology and emerging/high-growth company market segment for cross-discipline marketing efforts, assisted companies in preparing for public offerings and other liquidity events, and was involved in numerous initial/secondary financings and merger acquisition transactions for public and private companies. He is experienced in all facets of SEC financial reporting and compliance matters.

During the years 2001 - 2007, Mr. Heckman provided consulting and business investment services to publicly traded and private companies. He has been involved in the successful completion of a number of initial public offerings (IPOs); reverse mergers and other transactions; drafted, filed and achieved SEC effectiveness for Form SB-2 filings; assisted in the raising of capital for private companies in a variety of industries; and developed multiple private placement

memorandums. Mr. Heckman earned his Bachelor of Arts degree in Accounting at the University of Missouri - Columbia.



Mark Gordon

Technical Support and Field Application Manager

Mark has been with Digital Ally since 2006, and will manage the On-site Installation, Implementation of the Hardware/Software as well as the Technical support for this project. He is located in our Lenexa, KS location. Mark is the Project Manager for all Digital Ally key accounts.

Larry Dado

Customer Support Manager

Larry has been with Digital Ally since 2005. Larry manages the Product Support division for support calls and requests, warranty and service parts exchange, training, etc. and has an extensive background in product support management. He is located in our Lenexa, KS location.

Mark Grainger

Regional Sales Manager

Mark is in-charge of sales, customer relations and the management of various projects. He will assist with the coordination of the installation and implementation of our equipment and software and will be the primary contact in regards to management of the project. He will also coordinate with the department after the installation to ensure that they have the most current information to assist them in most effectively utilizing our products. He has been with Digital Ally since September 2011.

Chris Yearton

Field Application Engineer

Chris will be the primary person responsible for the on-site for installation, implementation of the vehicles, wireless infrastructure, training, and the back office equipment. He is located in our Lenexa, KS location. Chris has been managing key accounts for Digital ally since 2009.

Company Organization & Strategic Direction

Digital Ally has been in business since 2003. Our company was started and is devoted to developing the latest technology for the law enforcement, security and Homeland Security markets. In 2006, we began shipping product and revenue from the DVM systems was approximately \$4.1 million. Over the past four years, our revenues have increased to an average of over \$20 million annually. Across the globe, customers have been so impressed by seeing our products in action that over half of our orders are re-orders for additional units.

Although Digital Ally Inc. has been in business for only a few years, some of our staff has been developing, selling and supporting law enforcement equipment for over 40 years. We presently have approximately 100 employees, plus approximately 20 Sales Representatives in the USA, and an additional 30 Sub-Agents. We have 29 International Sales Agents representing us throughout Canada, Mexico, Central



America, South America, Australia, New Zealand, Europe, Africa, China, Asia and Iceland. Digital Ally has approximately 30,000 units deployed in all 50 states across the U.S., as well as 24 foreign countries. In addition, we have been awarded State contracts for Arkansas, Mississippi, Nebraska, New Mexico, Utah, West Virginia, and Wisconsin. The DVM is installed in all types of vehicles from as far north as



Alaska and Canada and as far south as Mexico and Puerto Rico. The unit continues to perform in both the coldest and hottest climates without problems.

Since the introduction of the DVM series of In-Car Video Systems, we have expanded our product offering to include **the FirstVu™ Wearable/Mountable Digital Video/Camera System**, LaserAlly™ Speed/Measurement LIDAR System, the Thermal Ally™ Imaging Camera, the DV-500 Ultra All-Weather Digital Video System for Motorcycles/ATVs, the DVF-500 Digital Video Flashlight, and the DVM-250/250Plus Fleet Safety Event Recorders.

Digital Ally is determined to provide solid state digital video systems and Law Enforcement products that are simple to operate, will enhance officer safety, reduce liability, be trouble free, long lasting and cost-effective. Digital Ally has extensive experience with similar sized projects. Please see the references section below for the contact information of Departments with projects of similar scope that Digital Ally has been involved in.

With more products and innovations already in the works, Digital Ally continues to strive towards arming law enforcement with the ultimate evidence recording capabilities coupled with convenience and ease of use to maintain the highest levels of safety and utilization. "Our focus remains on protecting and serving the officers who have devoted themselves to doing the same for us," vowed Stanton Ross, CEO. "That's what thousands of departments have come to expect from us, and that's what we'll continue to deliver."

DVM-750 Product Information

Digital Ally, Inc. is pleased to propose the DVM-750 as the premiere, in-car digital video system in the market today. The system's unique design, which integrates all the major components into a rear view mirror, allows our system to easily fit in any



enforcement vehicle (Ford, Chevrolet, and Dodge, etc) that your department currently has (*or will be purchasing in the future*). It makes no difference if the vehicle is a regular passenger car, SUV, pickup, etc. or the make or manufacturer. The DVM simply replaces the factory rear view mirror and total installation time at many departments is one hour or less.

The DVM is a complete stand-alone system. It does not need to be incorporated with a laptop or MDT for operation. The compact design of the DVM does not interfere with air bag deployment, head strike, etc. The DVM also has "triggers" that interface with other standard vehicle components that, when engaged, will begin the DVM record mechanism. Along with video and audio, the DVM records the following metadata: Date, Time, Vehicle Speed, Brakes, Turn Signals, Siren, Lights, GPS, and radar.

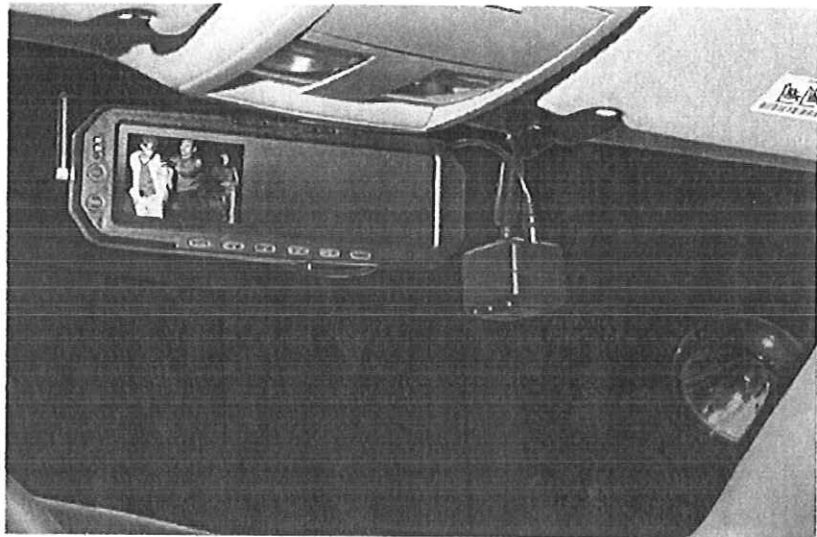


The DVM-750 has the distinct ability to simultaneously record 2 out of 4 possible cameras as well as 3 separate audio channels. The included VoiceVault™ Advanced Wireless Microphone can also record audio evidence to its own on-board memory when out of range of the DVM-750 or if transmission is interrupted.

All Digital Ally DVM models use a Compact Flash (CF) card form factor memory module to record and store the video data. The Digital Ally DVM-750 model can be ordered with an 8, 16 or 32 Gigabyte CF card which will allow approx. 60 hours of in-vehicle storage. The DVM and VoiceVault are completely solid state. The lack of any moving parts greatly increases reliability in the field.

Temperature and vibration does not affect our system as it may in other computer based systems. The DVM is currently being used in the coldest regions of the United States. We have confirmed reports of the system working when it was -35 F degrees. On the other end of extremes, we have units working properly in the extreme heat of Florida, Texas, Arizona, Mississippi and Mexico. At the present time our MTBF (Mean Time between Failures) is less than 1/2 of 1 %.

Included with our bid solution is our proprietary back office software called VuVault Server that is used for data storage, data management and retrieval of data files. VuVault Server is a secure, centralized, video management system and allows multiple user access from any networked computer.



All DVM-750 & DVM-500 Plus systems come standard with a two year parts and labor warranty. We do offer an extended warranty plan that adds up to three additional years to your standard warranty. We also have an "advanced exchange warranty plan" that provides for shipment of all major modules and components, to reach most agencies within two business days to keep down time to a minimum.

The Digital Ally, Inc. Model DVM-750 comes complete with the following as a standard system:

DVM system integrated into a replacement rear view mirror module
Ultra-bright 1000 NIT 3.5" TFT LCD Color Monitor integrated and invisible behind the mirror
Automotive Grade rear view mirror glass



Back seat color CMOS, wide angle, low light camera integrated and invisible behind the mirror
GPS system and integrated GPS Antenna (no external antenna needed) with "Mark" feature

Wireless Digital Audio Transceiver integrated in the rear view mirror module

Wireless Digital Audio Microphone Kit consisting of:

- VoiceVault™ Advanced Wireless Microphone with on-board memory

- Built in antenna

- Built in microphone

- Optional Lapel microphone with clip

- 12V Re-charger with cigar plug cable

- 110V Re-charger Wall Cube

- Belt Clip

- Rubber Duck Antenna

Internal Battery Backup

Electronic Locking Media Door with Pin Code Access

8 Gigabyte San Disk Extreme III CF Flash Card

Built-in Speaker with volume control for playback

Built-in Microphone

Built-in LED's for external monitoring video/audio

Infrared Illuminator's for back seat camera

Optional remote microphone

Audio/Video In connector

Audio/Video Out connector

External microphone connector

Aux Camera and 2 External Camera connectors

Backlit control function buttons

External 120X Digital Zoom - .7 LUX Color Camera with cable

Optional Secondary Camera

Power cable with interface box

Accessory Cable

Operator/Installation Manual

Two Year Parts and Labor Warranty

DVM-750 General Product Information

The Digital Video Mirror (DVM-750) is a complete in-car video system contained almost entirely within the body of a replacement automobile rear-view mirror. The DVM enclosure is formed from high strength, high heat resistant polycarbonate plastic with rounded corners. The unique design of the DVM-750 is designed for easy installation and maintenance.

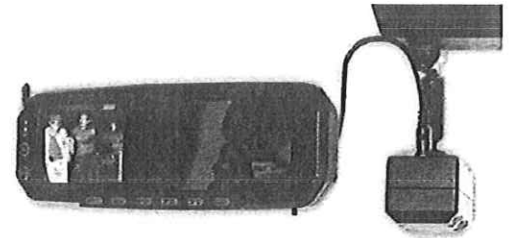
Enclosure

Physical dimensions of the mirror housing:

- Size - 12" x 3.5" x 1"
- Weight - 12 oz.

The mirror is comprised of the following components:

- Solid State Digital Video and Audio Recorder
 - Video recordings are made at 30 fps (frames per second).
 - Three levels of Video storage resolutions (High, Medium and Standard)
 - High 720x480 Interlaced (full D1 resolution)
 - Med 640x480
 - Standard 320x240
 - MPEG 4 video storage format utilizing the h.264 codec
- Ultra-bright 1000 NIT TFT LCD Color Monitor - 3.5" diagonal, 640x480 resolution.
 - The LCD monitor, mounted behind the mirror glass, is invisible when not in operation and strikingly visible when in use.
- GPS Receiver - The unit includes an integrated GPS receiver so the recorded video may be marked with real-time latitude and longitude (LAT/LONG) position data. The system is capable of sharing the GPS receiver or antenna with other computerized devices in the vehicle. In addition, the 'MARK' feature allows for important events such as a weapon or contraband being thrown from a fleeing suspect's vehicle to be flagged with exact Lat/Long coordinates.
- Electronic Locking Media Door - secure Pin Code access to the CF card.
- Internal Battery Backup - provides 30 min. of operation during unexpected power loss.
- Wireless Microphone Receiver
 - Pass-Thru Audio feature allows an officer inside the vehicle to listen to the audio from other officers outside the vehicle.
- Internal Microphone
 - The microphone is mounted inside the Mirror body for interior audio recording. A microphone jack is also available on the system for connecting a rear seat microphone which is also provided with the standard system package.
- Rear Facing Internal Surveillance Camera



- The internal camera is mounted inside the mirror casing behind the mirror glass to record video and audio inside the vehicle.
- Infra-Red LED's for internal illumination
- All system controls and buttons are backlit and can be adjusted dim to bright depending on the operator's preference.
- Internal speaker with volume control for playback.
- The DVM records up to 60 seconds of pre-event data.
- Project 54 compatible via the interface box

The critical components of the DVM are protected within the enclosure from the extremes of heat, cold and physical damage. The unit's operating temperature range is between - 4 F to +167 F degrees. In addition, a thermostat has been installed which temporarily disables the DVM if the internal temperature of the police cruiser exceeds +167 F degrees in order to preserve the electrical components and circuit boards. Departments have reported starting and operating DVM units when temperatures were down to - 37 F.

The DVM requires no more than 1 amp, 10-16V DC which is supplied by the vehicle. The power supply is heavily filtered and regulated to avoid interference and is fused between the power source and the system.

The rear view mirror module has a forward facing green LED indicator to provide user confirmation, when outside the vehicle, that the wireless transmitter's signal is being received and a red LED indicating the system is recording.

Camera

The DVM utilizes an extremely compact, high-quality, color, 120x zoom video camera, mounted in an external housing. The camera utilizes a color CCD sensor in NTSC format. Detailed specifications include:

- 768x484 Pixels
- 470 Lines Resolution
- 10x Optical Zoom, 12x Digital Zoom; Total 120x zoom
- Auto Focus (manual via menu)
- View Angle - 50.7 degrees
- .7 LUX Standard Mode
- .01 LUX Low Light Night Mode



- 50 dBS/N

The camera is a separate component to allow for flexibility of positioning in a variety of vehicles. The camera is mounted using a double jointed ball socket enabling the camera with a 360 degree pan and 180 degree tilt. With officer safety in mind, there are no controls located on the camera, alleviating the need to reach over to the passenger side area in order to operate the controls

Rearview Camera

The internal camera records video and audio inside the vehicle and is mounted out of sight inside the mirror casing behind the mirror glass. It has a color CMOS sensor, (510x492, TV resolution). The sensitivity is .01 LUX with a 140 degree 4-element glass lens. Infrared illuminators are on the unit to allow for recordings in total darkness. An optional external rear seat camera is available if so desired.

VoiceVault™ Advanced Wireless Microphone

The DVM-750 uses an integrated fully digital audio advanced remote microphone system that introduces several industry-first features, such as On-Board Solid State



Memory that can record up to two hours of audio evidence even when the officer is beyond the range of the in-car recording device, inside a building or the signal is blocked. It offers an incredible

range by adjusting the transmit power as the range increases and has auto adjusting transmit power up to 1W for a solid signal where other MICs may fail.

Other features include integrated GPS with a "mark" feature to tag the location of important events, embedded date/time and GPS coordinates, a memo function to record audible notes, vibrating covert signals and confirmations.

The VoiceVault allows two officers to wear MICs and record audio at the same time. The microphone is capable of automatically finding a clear channel utilizing true automatic frequency hopping. The Digital Spread Spectrum technology prevents false activations and recordings. Voice-optimized audio and noise filtering provides clean audio evidence. The wireless microphone is capable of continuous operation for approximately 10 to 14 hours once fully charged.



The VoiceVault operates off a rechargeable lithium-ion battery pack and comes with an in-car 12 Volt battery recharging station as well

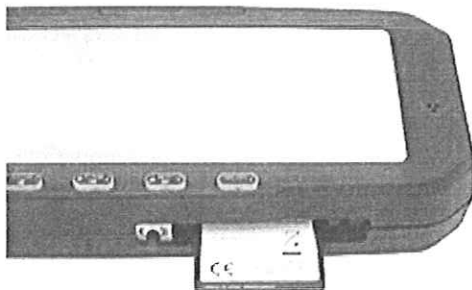
as a 110V Wall Charger. The DVM synchronizes with the wireless transmitter without the need for a docking station. The USB port allows downloading of stored audio and data or software updating.

The wireless microphone will automatically be activated upon the recording being triggered and deactivated when the recording is stopped, making the audio recording a seamless operation. Additionally, the operator has the ability to manually activate the DVM when away from the vehicle by depressing the record button on the transceiver. LED indicators on the wireless mic confirm video and audio record, transmission, range, and battery power or may be turned off in covert mode. Once the DVM transmitter is activated, it is then only deactivated by manually pressing the STOP button at the DVM itself.

Pass-thru Audio Monitor Feature

The Pass-thru Audio Monitor feature allows an officer (inside the vehicle) to hear the live audio, direct from the wireless microphone of another officer outside of the patrol vehicle, during a traffic stop.

Digital Video Mirror (DVM) Recording Media



All DVM models use a Compact Flash (CF) card form factor memory module to record the video data. The Compact Flash cards are completely solid state, eliminating most all of the drawbacks to video systems that use hard disk drives to record and store their data (moving parts, cooling, performance degradation over time, etc.)

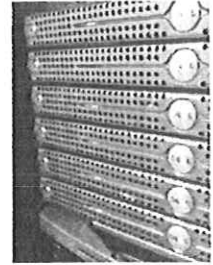
All DVM models record the video data in three levels of resolution: High, Medium and Standard, giving you options for resolution and overall recording time.

Evidence and chain of custody is secured by an electronic locking door with pin code access to prevent tampering or alteration, setting access password requirements and admin-only accessed settings.

Media Storage & Archiving

Digital Ally can provide Access points, Computer Workstations and Servers for video storage and data archiving.

Digital Ally DVM recordings can be easily archived to DVD, Hard Drive, Tapes, Etc. through the user friendly VuVault Software console.



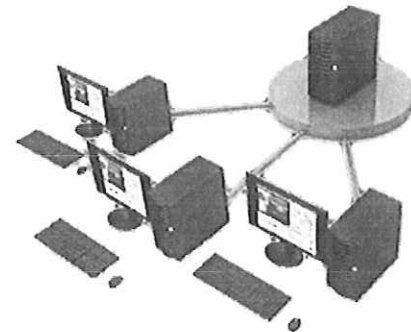
VuVault



The VuVault robust back office software is utilized for downloading video data, archiving, reviewing, unit setting, unit management, and burning DVD's for all of Digital Ally's products. Simultaneously recorded video and audio will be assembled and can be displayed in a dual-view layout. The support and version upgrades will be provided for the life of the system at no additional charge and can be sent via email or downloaded

from our secure FTP site. Upgrades are easily accomplished in the field through the CF Card or wireless transfer. Powerful reports may be generated which document activity within your fleet of vehicles.

VuVault Server back office software is a secure centralized video management system and it has all of the features and functions of the stand-alone version of VuVault. It allows multiple users with proper access rights to view, upload, playback, search, and manage video files from any networked computer. An enterprise level SQL server database is utilized for security and reliability and individual user passwords and permissions provide complete control.



The minimum server requirements are included below as you may already have the server hardware necessary to run our backend system.

Server Requirements

Minimum Specifications

• PROCESSOR	Intel® i-Series Dual Core Processor (2.40 GHz or better)
• FILE SYSTEM	NTFS for all connected hard drives
• OPERATING SYSTEM	Windows 7 Pro, Windows Server 2008
• MEMORY	4.0GB
• OS HARD DRIVE (Boot)	40GB Free Space
• DATA HARD DRIVE (2nd Drive)	
• Network Card	100 Mb wired Ethernet port

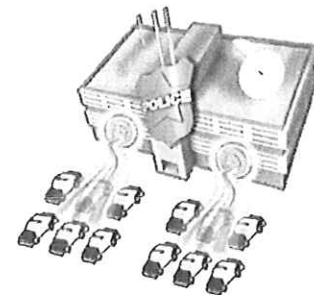
Recommended Specifications

• PROCESSOR	Intel® i-Series Quad Core Processor (3.00Ghz or better)
• FILE SYSTEM	NTFS for all connected hard drives
• OPERATING SYSTEM	Windows Server 2008 (SP2) 64-bit
• MEMORY	8.0GB or Greater
• OS HARD DRIVE (Boot)	250GB Free Space (minimum)
• DATA HARD DRIVE (2nd Drive)	
• Network Card	Gigabit Ethernet port

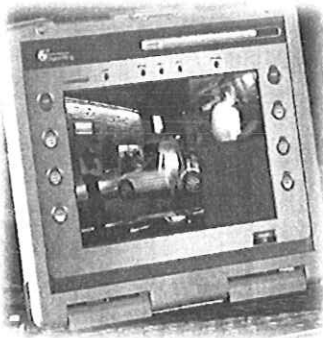
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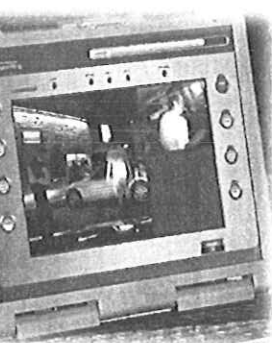
Wireless

- No laptop or MDT required for file transfer.
- Secure and Automatic file transfer upon successful connection to the network.
- Automatic removal of files from the CF card after the files are successfully transferred and verified for integrity.
- If the connection to the network is lost, or if the transfer is interrupted, the files will be saved and the software will resume transfer when it reconnects to the network.
- After successful transfer from the DVM to the designated computer or server the files will be automatically uploaded into the video management software.
- All file transfers will be logged for a complete audit trail.
- Instantaneously keep an entire fleet current with the latest updates, newest features and individualized device configurations without having to visit each vehicle.



VuCommand - MDC Laptop Interface (Optional)



- 
- Touchscreen (easy to use, graphical on-screen buttons) or keyboard control.
 - Full system control, including user and password entry, recording, audio controls, camera selection, zooming, event marking, playback, metadata display, menu access, and more.
 - Monitor live or play back one or both camera views on the large laptop monitor.
 - Video windows are individually scalable to enlarge either of the views at any point.
 - If the MDC running the application fails or the cable to the DVM-750 is unplugged, the video system buttons will become active to allow normal operation.

Wireless Security

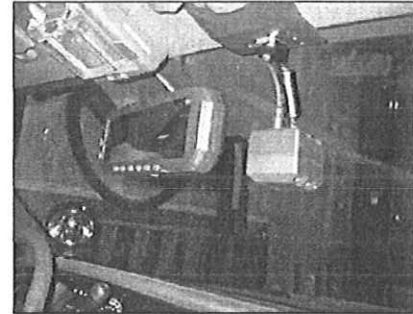
The DVM units all utilize Digital Ally's wireless transfer module which allows for automatic encrypted (WPA or WPA2) transmission of video with the included metadata whenever in range of a configured access point. During a wireless upload, a SHA-256 checksum is initiated to validate and ensure the integrity of the video file during the file transfer. The video file itself is recorded in a standard AVI format. The Digital Ally VuVault back-end server has a "file integrity check" function and can identify if a file has been altered or is corrupted using this feature. An "Integrity Check Report" can be quickly generated which will illustrate detailed information on the file(s) in question. With the electronic door lock access feature, and automated file transfer, chain of evidence is assured.



Additionally a "Chain of Custody" report can be generated as an unalterable, encrypted PDF file which will illustrate all activity associated with the recorded event file

Installation

For installing the systems the DVM is extremely simple and can be installed within any make or model police cruiser without modification. In addition, the DVM does not interfere with fire suppression systems installed in existing cruisers. With the one-piece design of the DVM integrated into a replacement rear view mirror, not only does it easily fit and install in all present vehicles but will also fit and easily install in future vehicles without the need to purchase additional mounts, brackets or hardware. The picture directly below and to the right is of the DVM mounted in a Ford Crown Victoria with the fire suppression control box installed.



Additional Services

Warranty / Maintenance

Digital Ally provides a 2-year warranty/maintenance agreement on the DVM system. The warranty includes any defects in materials or workmanship on all system components as well as all software upgrades not requiring hardware revisions. The DVM is a completely solid state device that does not require any scheduled maintenance. The warranty/maintenance period will begin from the date of installation.

Digital Ally, Inc. offers an "Advanced Exchange Program". The most revolutionary Service Policy in the industry. During our Standard Two-Year Warranty Period, if your DVM has a service issue, our Technical Support Department will diagnose the problem. If we determine the problem to be a hardware issue, Digital Ally will send you a replacement module to fix the problem. Shipments reach most within 2 business days to keep down time to a minimum.

Product Support Information

Digital Ally has full-time Product Support Specialists at our corporate office located in Lenexa, KS. Each Product Support Specialist is factory-trained on all aspects of the DVM and the VuVault back office software. Our specialists also do the final testing of all software upgrades, write and upgrade manuals, etc. so they are always up to date on our latest releases.

As stated above we have Product Support Specialists on staff via telephone and email and will provide on-site assistance if necessary. At this time, our office hours



are 8:00 to 5:00 Monday-Friday Central Time Zone. Our approach to user support is simply this; "do whatever is necessary to fix the problem and make the customer satisfied as quickly and efficiently as possible."

Training

Our approach to training is that it is vital to insure that the customer first understands the operation of our system, but is also able to fully utilize all the features available. We have also found that well trained users have much fewer problems than users who have not been trained properly. We are prepared to take whatever steps necessary to train every user, and not just at the initial time of order placement, but in future years as needed. Training will be provided at no cost. Our training staff consists of Greg Dyer, your Sales Agent for the State of West Virginia, as well as the customer support and engineering staff if needed.

The DVM is very user friendly and in many cases once the manuals are read, very little additional training is required.

Pricing

See pricing proposal.

References

Nebraska State Patrol
Lt. Ken Dahlke
3920 West Kearney
Lincoln, NE 68524
Phone: (402) 479-4913

Kentucky State Police
Doug Clifton
4265 Dixie Highway
Dry Ridge, KY 41035
Phone: (502) 659-6347

Gwinnett County Police Department
Larry Davis
2273 Alcovy Road
Dacula, GA 30019
Phone: (770) 513-5000

San Miguel County Sheriff's Office



Todd Gordon
684 63L Road
Telluride, CO 81435
Phone: (970) 728-1911

Rio Blanco County Sheriff's Office
Undersheriff Mike Joos
PO Box 1460
Meeker, CO 81641
Phone: (970) 878-3127



Digital Mobile Video Systems

Department of Administration, Purchasing Division
2019 Washington Street East
Charleston, WV 25305-0130

Digital Ally, Inc. is pleased to participate in the West Virginia State Police's request for proposals for **Digital Mobile Video Systems**. We believe Digital Ally, Inc. has the experience to successfully furnish the State Police with a quality Digital In-Car Video System, to include everything from the In-Car components and Video Management Back End System Software.

Digital Ally has been successfully involved in the implementation of a wide variety of Digital In-Car Camera Solutions from the State Police level, national law enforcement agencies, (such as Mexico and Turkey) as well as county and municipal agencies throughout the United States. Over the past few years, Digital Ally Inc. has dominated the law enforcement industry and currently we are proudly represented in all 50 states and over 90 countries. We have over 30,000 units installed in vehicles throughout the world, while working with over 4,000 law enforcement agencies. Our sole business is still dedicated to designing, manufacturing, and selling quality, leading edge digital video systems and related products. We understand the work, dedication, and commitments involved and stand ready to perform all the tasks required within the scheduled time period.

The DVM-750 is Digital Ally's flagship In-Car Video Recording System and is fully integrated into a rear view mirror. It supports four cameras (two simultaneously) and four audio channels with D1 (720x480) high resolution video. The system has full wireless 802.11n network compatibility. It features secure, automated file transfer upon successful connection to the network with enterprise security level options. We also offer optional Radar Interface and MDC interface capabilities. Additional information is enclosed.

If the West Virginia State Police would like to evaluate our systems or would like a detailed in-person presentation we will be pleased to provide it at your convenience. Thank you again for the opportunity to submit our information and we stand ready to provide you with your Digital Ally DVM In-Car Video Recording Systems.

Sincerely,

Heath Bideau
Bid Specialist
Digital Ally, Inc.
bids@digitalallyinc.com
800-440-4947 (toll free)



West Virginia State Police



Digital Mobile Video Systems

Opening: May 29th 2013 at 1:30 PM

Submitted by:
Heath Bideau, Bid Specialist
Digital Ally, Inc.
Tel. #913-814-7774/800-440-4947
Email: <mailto:bids@digitalallyinc.com>



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Digital Ally Inc. - Company Profile

Corporate Headquarters Location:

Digital Ally Inc.
9705 Loiret Boulevard
Lenexa, KS 66219

Digital Ally Inc. is a publicly held corporation, incorporated in the State of Nevada and is traded under the symbol "DGLY".

Website: www.digitalallyinc.com

West Virginia Sales Representative:

Greg Dyer
Tel: 913-814-7774
Greg.Dyer@digitalallyinc.com
Digital Ally Inc. Toll Free: 800-440-4947

Greg is the exclusive Sales Agent for Digital Ally products in the State of West Virginia. Greg travels throughout the state on a regular basis and can assist an officer individually or a group of officers at their substation or district. He has been factory trained in the operation and installation of our system. Greg will also be Digital Ally's Project Manager / Coordinator for this project.

Contact Information for this RFP:

Heath Bideau, Bid Specialist
Digital Ally Inc.
9705 Loiret Boulevard
Lenexa, KS 66219
Tel. # 913-814-7774
Toll Free Tel. #800-440-4947
Fax # 913-814-7775

Team Members

STANTON E. ROSS

Chairman and Chief Executive Officer

Mr. Ross has served as Chairman and Chief Executive Officer since September 1, 2005. From March 1992 to June 2005, Mr. Ross was the Chairman and President of Infinity, Inc., a publicly held oil and gas production and service company (IFNY), and served as an officer and director of each of Infinity's subsidiaries. He resigned all of his positions with Infinity, Inc. in June 2005, except Chairman. From 1991 until March 1992, he founded and served as President of Midwest Financial, a financial services corporation involved in mergers, acquisitions and financing for corporations in the Midwest. From 1990 to 1991, Mr. Ross was employed by Duggan Securities, Inc., an investment banking firm in Overland Park, Kansas, where he primarily worked in corporate finance. From 1989 to 1990, he was employed by Stifel, Nicolaus & Co., a member of the New York Stock Exchange, where he was an investment executive. From 1987 to 1989, Mr. Ross was self-employed as a business consultant. From 1985 to 1987, Mr. Ross was President and founder of Kansas Microwave, Inc. From 1981 to 1985, he was employed by Birdview Satellite Communications, Inc., which manufactured and marketed home satellite television systems, initially as a salesman and later as National Sales Manager.

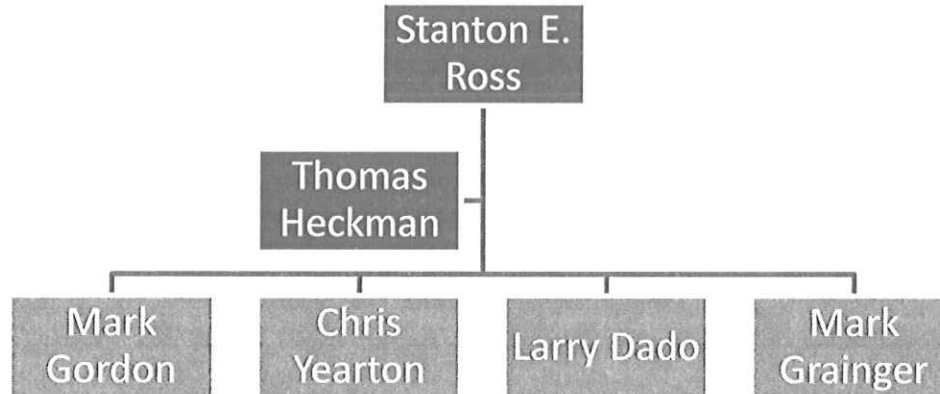
THOMAS HECKMAN

Chief Financial Officer

From 1983 until 2001, Mr. Heckman was employed by Deloitte and Touche, LLP; one of the largest auditing, consulting, financial advisory, risk management and tax services organizations in the world. During his 18 years with Deloitte and Touche, LLP, Mr. Heckman specialized in IPOs and Public Reporting entities. He served as partner in charge of a high-technology and emerging/high-growth company market segment for cross-discipline marketing efforts, assisted companies in preparing for public offerings and other liquidity events, and was involved in numerous initial/secondary financings and merger acquisition transactions for public and private companies. He is experienced in all facets of SEC financial reporting and compliance matters.

During the years 2001 - 2007, Mr. Heckman provided consulting and business investment services to publicly traded and private companies. He has been involved in the successful completion of a number of initial public offerings (IPOs); reverse mergers and other transactions; drafted, filed and achieved SEC effectiveness for Form SB-2 filings; assisted in the raising of capital for private companies in a variety of industries; and developed multiple private placement

memorandums. Mr. Heckman earned his Bachelor of Arts degree in Accounting at the University of Missouri – Columbia.



Mark Gordon

Technical Support and Field Application Manager

Mark has been with Digital Ally since 2006, and will manage the On-site Installation, Implementation of the Hardware/Software as well as the Technical support for this project. He is located in our Lenexa, KS location. Mark is the Project Manager for all Digital Ally key accounts.

Larry Dado

Customer Support Manager

Larry has been with Digital Ally since 2005. Larry manages the Product Support division for support calls and requests, warranty and service parts exchange, training, etc. and has an extensive background in product support management. He is located in our Lenexa, KS location.

Mark Grainger

Regional Sales Manager

Mark is in-charge of sales, customer relations and the management of various projects. He will assist with the coordination of the installation and implementation of our equipment and software and will be the primary contact in regards to management of the project. He will also coordinate with the department after the installation to ensure that they have the most current information to assist them in most effectively utilizing our products. He has been with Digital Ally since September 2011.

Chris Yearton

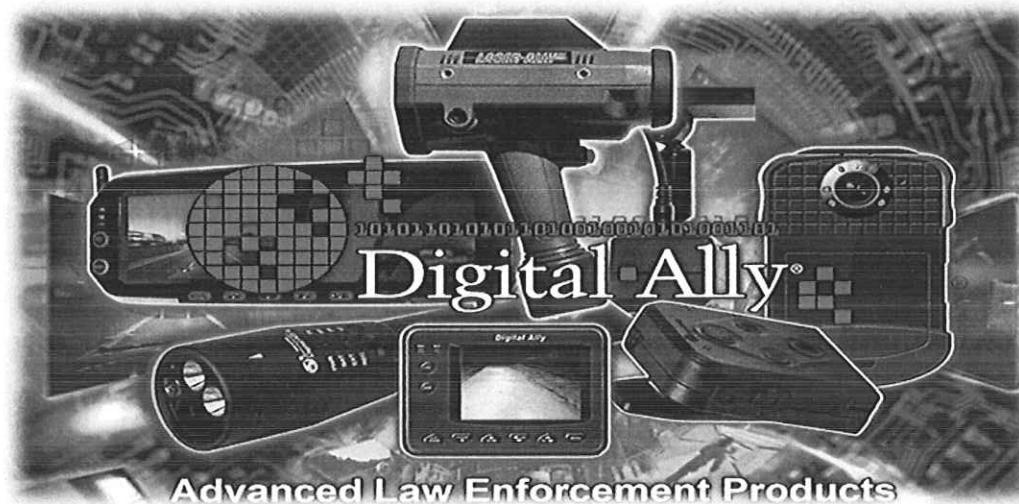
Field Application Engineer

Chris will be the primary person responsible for the on-site for installation, implementation of the vehicles, wireless infrastructure, training, and the back office equipment. He is located in our Lenexa, KS location. Chris has been managing key accounts for Digital ally since 2009.

Company Organization & Strategic Direction

Digital Ally has been in business since 2003. Our company was started and is devoted to developing the latest technology for the law enforcement, security and Homeland Security markets. In 2006, we began shipping product and revenue from the DVM systems was approximately \$4.1 million. Over the past four years, our revenues have increased to an average of over \$20 million annually. Across the globe, customers have been so impressed by seeing our products in action that over half of our orders are re-orders for additional units.

Although Digital Ally Inc. has been in business for only a few years, some of our staff has been developing, selling and supporting law enforcement equipment for over 40 years. We presently have approximately 100 employees, plus approximately 20 Sales Representatives in the USA, and an additional 30 Sub-Agents. We have 29 International Sales Agents representing us throughout Canada, Mexico, Central



America, South America, Australia, New Zealand, Europe, Africa, China, Asia and Iceland. Digital Ally has approximately 30,000 units deployed in all 50 states across the U.S., as well as 24 foreign countries. In addition, we have been awarded State contracts for Arkansas, Mississippi, Nebraska, New Mexico, Utah, West Virginia, and Wisconsin. The DVM is installed in all types of vehicles from as far north as



Alaska and Canada and as far south as Mexico and Puerto Rico. The unit continues to perform in both the coldest and hottest climates without problems.

Since the introduction of the DVM series of In-Car Video Systems, we have expanded our product offering to include **the FirstVu™ Wearable/Mountable Digital Video/Camera System**, LaserAlly™ Speed/Measurement LIDAR System, the Thermal Ally™ Imaging Camera, the DV-500 Ultra All-Weather Digital Video System for Motorcycles/ATVs, the DVF-500 Digital Video Flashlight, and the DVM-250/250Plus Fleet Safety Event Recorders.

Digital Ally is determined to provide solid state digital video systems and Law Enforcement products that are simple to operate, will enhance officer safety, reduce liability, be trouble free, long lasting and cost-effective. Digital Ally has extensive experience with similar sized projects. Please see the references section below for the contact information of Departments with projects of similar scope that Digital Ally has been involved in.

With more products and innovations already in the works, Digital Ally continues to strive towards arming law enforcement with the ultimate evidence recording capabilities coupled with convenience and ease of use to maintain the highest levels of safety and utilization. "Our focus remains on protecting and serving the officers who have devoted themselves to doing the same for us," vowed Stanton Ross, CEO. "That's what thousands of departments have come to expect from us, and that's what we'll continue to deliver."

DVM-750 Product Information

Digital Ally, Inc. is pleased to propose the DVM-750 as the premiere, in-car digital video system in the market today. The system's unique design, which integrates all the major components into a rear view mirror, allows our system to easily fit in any



enforcement vehicle (Ford, Chevrolet, and Dodge, etc) that your department currently has (*or will be purchasing in the future*). It makes no difference if the vehicle is a regular passenger car, SUV, pickup, etc. or the make or manufacturer. The DVM simply replaces the factory rear view mirror and total installation time at many departments is one hour or less.

The DVM is a complete stand-alone system. It does not need to be incorporated with a laptop or MDT for operation. The compact design of the DVM does not interfere with air bag deployment, head strike, etc. The DVM also has "triggers" that interface with other standard vehicle components that, when engaged, will begin the DVM record mechanism. Along with video and audio, the DVM records the following metadata: Date, Time, Vehicle Speed, Brakes, Turn Signals, Siren, Lights, GPS, and radar.

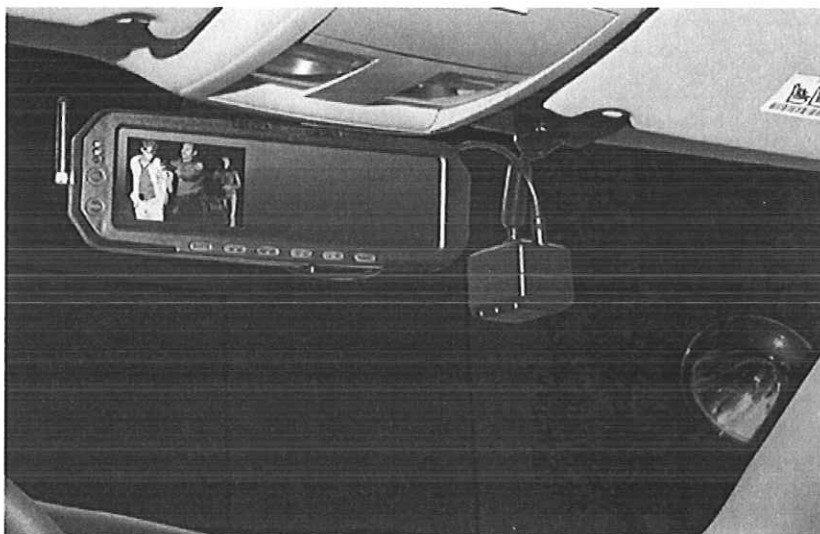


The DVM-750 has the distinct ability to simultaneously record 2 out of 4 possible cameras as well as 3 separate audio channels. The included VoiceVault™ Advanced Wireless Microphone can also record audio evidence to its own on-board memory when out of range of the DVM-750 or if transmission is interrupted.

All Digital Ally DVM models use a Compact Flash (CF) card form factor memory module to record and store the video data. The Digital Ally DVM-750 model can be ordered with an 8, 16 or 32 Gigabyte CF card which will allow approx. 60 hours of in-vehicle storage. The DVM and VoiceVault are completely solid state. The lack of any moving parts greatly increases reliability in the field.

Temperature and vibration does not affect our system as it may in other computer based systems. The DVM is currently being used in the coldest regions of the United States. We have confirmed reports of the system working when it was -35 F degrees. On the other end of extremes, we have units working properly in the extreme heat of Florida, Texas, Arizona, Mississippi and Mexico. At the present time our MTBF (Mean Time between Failures) is less than 1/2 of 1 %.

Included with our bid solution is our proprietary back office software called VuVault Server that is used for data storage, data management and retrieval of data files. VuVault Server is a secure, centralized, video management system and allows multiple user access from any networked computer.



All DVM-750 & DVM-500 Plus systems come standard with a two year parts and labor warranty. We do offer an extended warranty plan that adds up to three additional years to your standard warranty. We also have an "advanced exchange warranty plan" that provides for shipment of all major modules and components, to reach most agencies within two business days to keep down time to a minimum.

The Digital Ally, Inc. Model DVM-750 comes complete with the following as a standard system:

DVM system integrated into a replacement rear view mirror module
Ultra-bright 1000 NIT 3.5" TFT LCD Color Monitor integrated and invisible behind the mirror
Automotive Grade rear view mirror glass



Back seat color CMOS, wide angle, low light camera integrated and invisible behind the mirror
GPS system and integrated GPS Antenna (no external antenna needed) with "Mark" feature

Wireless Digital Audio Transceiver integrated in the rear view mirror module

Wireless Digital Audio Microphone Kit consisting of:

- VoiceVault™ Advanced Wireless Microphone with on-board memory

- Built in antenna

- Built in microphone

- Optional Lapel microphone with clip

- 12V Re-charger with cigar plug cable

- 110V Re-charger Wall Cube

- Belt Clip

- Rubber Duck Antenna

Internal Battery Backup

Electronic Locking Media Door with Pin Code Access

8 Gigabyte San Disk Extreme III CF Flash Card

Built-in Speaker with volume control for playback

Built-in Microphone

Built-in LED's for external monitoring video/audio

Infrared Illuminator's for back seat camera

Optional remote microphone

Audio/Video In connector

Audio/Video Out connector

External microphone connector

Aux Camera and 2 External Camera connectors

Backlit control function buttons

External 120X Digital Zoom - .7 LUX Color Camera with cable

Optional Secondary Camera

Power cable with interface box

Accessory Cable

Operator/Installation Manual

Two Year Parts and Labor Warranty

DVM-750 General Product Information

The Digital Video Mirror (DVM-750) is a complete in-car video system contained almost entirely within the body of a replacement automobile rear-view mirror. The DVM enclosure is formed from high strength, high heat resistant polycarbonate plastic with rounded corners. The unique design of the DVM-750 is designed for easy installation and maintenance.

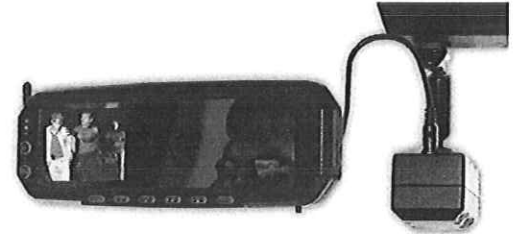
Enclosure

Physical dimensions of the mirror housing:

- Size - 12" x 3.5" x 1"
- Weight - 12 oz.

The mirror is comprised of the following components:

- Solid State Digital Video and Audio Recorder
 - Video recordings are made at 30 fps (frames per second).
 - Three levels of Video storage resolutions (High, Medium and Standard)
 - High 720x480 Interlaced (full D1 resolution)
 - Med 640x480
 - Standard 320x240
 - MPEG 4 video storage format utilizing the h.264 codec
- Ultra-bright 1000 NIT TFT LCD Color Monitor - 3.5" diagonal, 640x480 resolution.
 - The LCD monitor, mounted behind the mirror glass, is invisible when not in operation and strikingly visible when in use.
- GPS Receiver - The unit includes an integrated GPS receiver so the recorded video may be marked with real-time latitude and longitude (LAT/LONG) position data. The system is capable of sharing the GPS receiver or antenna with other computerized devices in the vehicle. In addition, the 'MARK' feature allows for important events such as a weapon or contraband being thrown from a fleeing suspect's vehicle to be flagged with exact Lat/Long coordinates.
- Electronic Locking Media Door - secure Pin Code access to the CF card.
- Internal Battery Backup - provides 30 min. of operation during unexpected power loss.
- Wireless Microphone Receiver
 - Pass-Thru Audio feature allows an officer inside the vehicle to listen to the audio from other officers outside the vehicle.
- Internal Microphone
 - The microphone is mounted inside the Mirror body for interior audio recording. A microphone jack is also available on the system for connecting a rear seat microphone which is also provided with the standard system package.
- Rear Facing Internal Surveillance Camera



- The internal camera is mounted inside the mirror casing behind the mirror glass to record video and audio inside the vehicle.
- Infra-Red LED's for internal illumination
- All system controls and buttons are backlit and can be adjusted dim to bright depending on the operator's preference.
- Internal speaker with volume control for playback.
- The DVM records up to 60 seconds of pre-event data.
- Project 54 compatible via the interface box

The critical components of the DVM are protected within the enclosure from the extremes of heat, cold and physical damage. The unit's operating temperature range is between - 4 F to +167 F degrees. In addition, a thermostat has been installed which temporarily disables the DVM if the internal temperature of the police cruiser exceeds +167 F degrees in order to preserve the electrical components and circuit boards. Departments have reported starting and operating DVM units when temperatures were down to - 37 F.

The DVM requires no more than 1 amp, 10-16V DC which is supplied by the vehicle. The power supply is heavily filtered and regulated to avoid interference and is fused between the power source and the system.

The rear view mirror module has a forward facing green LED indicator to provide user confirmation, when outside the vehicle, that the wireless transmitter's signal is being received and a red LED indicating the system is recording.

Camera

The DVM utilizes an extremely compact, high-quality, color, 120x zoom video camera, mounted in an external housing. The camera utilizes a color CCD sensor in NTSC format. Detailed specifications include:

- 768x484 Pixels
- 470 Lines Resolution
- 10x Optical Zoom, 12x Digital Zoom; Total 120x zoom
- Auto Focus (manual via menu)
- View Angle - 50.7 degrees
- .7 LUX Standard Mode
- .01 LUX Low Light Night Mode



- 50 dBS/N

The camera is a separate component to allow for flexibility of positioning in a variety of vehicles. The camera is mounted using a double jointed ball socket enabling the camera with a 360 degree pan and 180 degree tilt. With officer safety in mind, there are no controls located on the camera, alleviating the need to reach over to the passenger side area in order to operate the controls

Rearview Camera

The internal camera records video and audio inside the vehicle and is mounted out of sight inside the mirror casing behind the mirror glass. It has a color CMOS sensor, (510x492, TV resolution). The sensitivity is .01 LUX with a 140 degree 4-element glass lens. Infrared illuminators are on the unit to allow for recordings in total darkness. An optional external rear seat camera is available if so desired.

VoiceVault™ Advanced Wireless Microphone

The DVM-750 uses an integrated fully digital audio advanced remote microphone system that introduces several industry-first features, such as On-Board Solid State



Memory that can record up to two hours of audio evidence even when the officer is beyond the range of the in-car recording device, inside a building or the signal is blocked. It offers an incredible

range by adjusting the transmit power as the range increases and has auto adjusting transmit power up to 1W for a solid signal where other MICs may fail.

Other features include integrated GPS with a "mark" feature to tag the location of important events, embedded date/time and GPS coordinates, a memo function to record audible notes, vibrating covert signals and confirmations.

The VoiceVault allows two officers to wear MICs and record audio at the same time. The microphone is capable of automatically finding a clear channel utilizing true automatic frequency hopping. The Digital Spread Spectrum technology prevents false activations and recordings. Voice-optimized audio and noise filtering provides clean audio evidence. The wireless microphone is capable of continuous operation for approximately 10 to 14 hours once fully charged.



The VoiceVault operates off a rechargeable lithium-ion battery pack and comes with an in-car 12 Volt battery recharging station as well

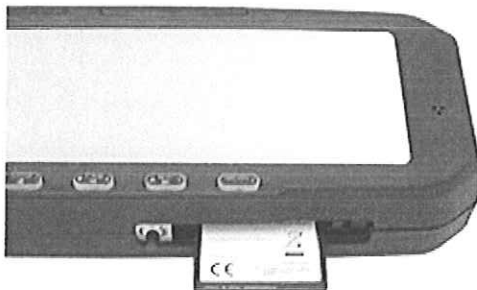
as a 110V Wall Charger. The DVM synchronizes with the wireless transmitter without the need for a docking station. The USB port allows downloading of stored audio and data or software updating.

The wireless microphone will automatically be activated upon the recording being triggered and deactivated when the recording is stopped, making the audio recording a seamless operation. Additionally, the operator has the ability to manually activate the DVM when away from the vehicle by depressing the record button on the transceiver. LED indicators on the wireless mic confirm video and audio record, transmission, range, and battery power or may be turned off in covert mode. Once the DVM transmitter is activated, it is then only deactivated by manually pressing the STOP button at the DVM itself.

Pass-thru Audio Monitor Feature

The Pass-thru Audio Monitor feature allows an officer (inside the vehicle) to hear the live audio, direct from the wireless microphone of another officer outside of the patrol vehicle, during a traffic stop.

Digital Video Mirror (DVM) Recording Media



All DVM models use a Compact Flash (CF) card form factor memory module to record the video data. The Compact Flash cards are completely solid state, eliminating most all of the drawbacks to video systems that use hard disk drives to record and store their data (moving parts, cooling, performance degradation over time, etc.)

All DVM models record the video data in three levels of resolution: High, Medium and Standard, giving you options for resolution and overall recording time.

Evidence and chain of custody is secured by an electronic locking door with pin code access to prevent tampering or alteration, setting access password requirements and admin-only accessed settings.

Media Storage & Archiving

Digital Ally can provide Access points, Computer Workstations and Servers for video storage and data archiving.

Digital Ally DVM recordings can be easily archived to DVD, Hard Drive, Tapes, Etc. through the user friendly VuVault Software console.



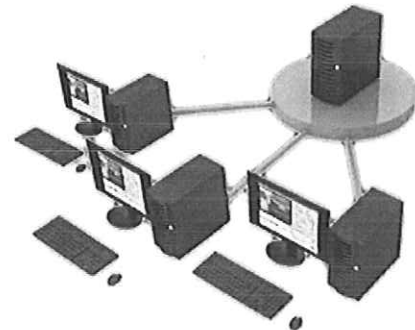
VuVault



The VuVault robust back office software is utilized for downloading video data, archiving, reviewing, unit setting, unit management, and burning DVD's for all of Digital Ally's products. Simultaneously recorded video and audio will be assembled and can be displayed in a dual-view layout. The support and version upgrades will be provided for the life of the system at no additional charge and can be sent via email or downloaded

from our secure FTP site. Upgrades are easily accomplished in the field through the CF Card or wireless transfer. Powerful reports may be generated which document activity within your fleet of vehicles.

VuVault Server back office software is a secure centralized video management system and it has all of the features and functions of the stand-alone version of VuVault. It allows multiple users with proper access rights to view, upload, playback, search, and manage video files from any networked computer. An enterprise level SQL server database is utilized for security and reliability and individual user passwords and permissions provide complete control.



The minimum server requirements are included below as you may already have the server hardware necessary to run our backend system.

Server Requirements

Minimum Specifications

• PROCESSOR	Intel® i-Series Dual Core Processor (2.40 GHz or better)
• FILE SYSTEM	NTFS for all connected hard drives
• OPERATING SYSTEM	Windows 7 Pro, Windows Server 2008
• MEMORY	4.0GB
• OS HARD DRIVE (Boot)	40GB Free Space
• DATA HARD DRIVE (2nd Drive)	
• Network Card	100 Mb wired Ethernet port

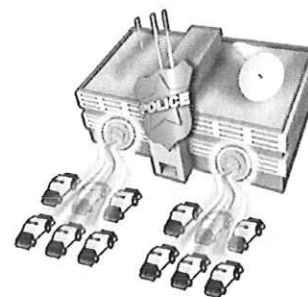
Recommended Specifications

• PROCESSOR	Intel® i-Series Quad Core Processor (3.00Ghz or better)
• FILE SYSTEM	NTFS for all connected hard drives
• OPERATING SYSTEM	Windows Server 2008 (SP2) 64-bit
• MEMORY	8.0GB or Greater
• OS HARD DRIVE (Boot)	250GB Free Space (minimum)
• DATA HARD DRIVE (2nd Drive)	
• Network Card	Gigabit Ethernet port

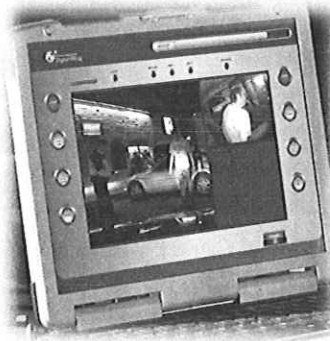
Options

Wireless

- No laptop or MDT required for file transfer.
- Secure and Automatic file transfer upon successful connection to the network.
- Automatic removal of files from the CF card after the files are successfully transferred and verified for integrity.
- If the connection to the network is lost, or if the transfer is interrupted, the files will be saved and the software will resume transfer when it reconnects to the network.
- After successful transfer from the DVM to the designated computer or server the files will be automatically uploaded into the video management software.
- All file transfers will be logged for a complete audit trail.
- Instantaneously keep an entire fleet current with the latest updates, newest features and individualized device configurations without having to visit each vehicle.



VuCommand - MDC Laptop Interface (Optional)



- Touchscreen (easy to use, graphical on-screen buttons) or keyboard control.
 - Full system control, including user and password entry, recording, audio controls, camera selection, zooming, event marking, playback, metadata display, menu access, and more.
 - Monitor live or play back one or both camera views on the large laptop monitor.
 - Video windows are individually scalable to enlarge either of the views at any point.
- If the MDC running the application fails or the cable to the DVM-750 is unplugged, the video system buttons will become active to allow normal operation.

Wireless Security

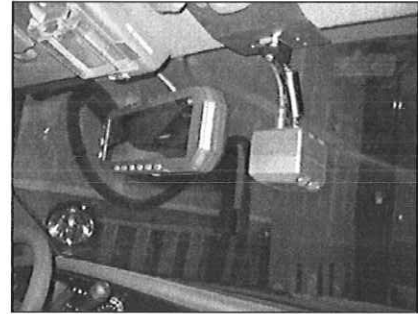
The DVM units all utilize Digital Ally's wireless transfer module which allows for automatic encrypted (WPA or WPA2) transmission of video with the included metadata whenever in range of a configured access point. During a wireless upload, a SHA-256 checksum is initiated to validate and ensure the integrity of the video file during the file transfer. The video file itself is recorded in a standard AVI format. The Digital Ally VuVault back-end server has a "file integrity check" function and can identify if a file has been altered or is corrupted using this feature. An "Integrity Check Report" can be quickly generated which will illustrate detailed information on the file(s) in question. With the electronic door lock access feature, and automated file transfer, chain of evidence is assured.

Additionally a "Chain of Custody" report can be generated as an unalterable, encrypted PDF file which will illustrate all activity associated with the recorded event file



Installation

For installing the systems the DVM is extremely simple and can be installed within any make or model police cruiser without modification. In addition, the DVM does not interfere with fire suppression systems installed in existing cruisers. With the one-piece design of the DVM integrated into a replacement rear view mirror, not only does it easily fit and install in all present vehicles but will also fit and easily install in future vehicles without the need to purchase additional mounts, brackets or hardware. The picture directly below and to the right is of the DVM mounted in a Ford Crown Victoria with the fire suppression control box installed.



Additional Services

Warranty / Maintenance

Digital Ally provides a 2-year warranty/maintenance agreement on the DVM system. The warranty includes any defects in materials or workmanship on all system components as well as all software upgrades not requiring hardware revisions. The DVM is a completely solid state device that does not require any scheduled maintenance. The warranty/maintenance period will begin from the date of installation.

Digital Ally, Inc. offers an "Advanced Exchange Program". The most revolutionary Service Policy in the industry. During our Standard Two-Year Warranty Period, if your DVM has a service issue, our Technical Support Department will diagnose the problem. If we determine the problem to be a hardware issue, Digital Ally will send you a replacement module to fix the problem. Shipments reach most within 2 business days to keep down time to a minimum.

Product Support Information

Digital Ally has full-time Product Support Specialists at our corporate office located in Lenexa, KS. Each Product Support Specialist is factory-trained on all aspects of the DVM and the VuVault back office software. Our specialists also do the final testing of all software upgrades, write and upgrade manuals, etc. so they are always up to date on our latest releases.

As stated above we have Product Support Specialists on staff via telephone and email and will provide on-site assistance if necessary. At this time, our office hours



are 8:00 to 5:00 Monday-Friday Central Time Zone. Our approach to user support is simply this; "do whatever is necessary to fix the problem and make the customer satisfied as quickly and efficiently as possible."

Training

Our approach to training is that it is vital to insure that the customer first understands the operation of our system, but is also able to fully utilize all the features available. We have also found that well trained users have much fewer problems than users who have not been trained properly. We are prepared to take whatever steps necessary to train every user, and not just at the initial time of order placement, but in future years as needed. Training will be provided at no cost. Our training staff consists of Greg Dyer, your Sales Agent for the State of West Virginia, as well as the customer support and engineering staff if needed.

The DVM is very user friendly and in many cases once the manuals are read, very little additional training is required.

Pricing

See pricing proposal.

References

Nebraska State Patrol
Lt. Ken Dahlke
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Kentucky State Police
Doug Clifton
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San Miguel County Sheriff's Office



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