

Minneapolis
City of Lakes

May 12, 2006

Finance Department

Patrick P. Born
City Finance Officer

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Greg D. Ortale, President and CEO
Greater Minneapolis Convention
& Visitors Association
250 Marquette Ave South, Suite 1300
Minneapolis, MN 55401

Re: Third Loan (iDSS)

Dear Mr. Ortale:

The City of Minneapolis and the Greater Minneapolis Convention & Visitors Association (GMCVA) have executed the third loan for the continued development of GMCVA's wholly-owned subsidiary, iDSS. The purpose of this letter is to document our mutual understanding regarding the expected use of this loan and to confirm the benchmarks and milestones the City, GMCVA, and iDSS will use to guide and manage the use of proceeds from the third loan.

Use of the Third Loan

The third loan from the City to GMCVA is expected to be used for the following purposes:

Purpose	Up to this amount
1. Development of iDSS to the point of cash flow self-sufficiency	\$3,000,000
2. Interest on loans from the City to GMCVA	\$500,000
3. Reserved for business expansion after iDSS reaches cash flow self-sufficiency and unplanned events.	\$1,500,000
Total	\$5,000,000

All loan draws will be subject to the loan documents.

Benchmarks and Milestones

Attached to this letter are the benchmarks and milestones that the City will use to monitor GMCVA and iDSS' progress to reach cash flow self-sufficiency and profitability. Our monthly meetings and periodic reports will report progress in meeting these goals.

The City looks forward to a profitable and successful iDSS.

Sincerely yours,

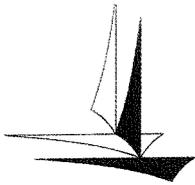


Patrick P. Born
Chief Financial Officer



William Beck
Deputy Chief Information Officer

cc: Steven Bosacker, City Coordinator
Kevin Cattoor, President and CEO, iDSS
Acting Executive Director, Minneapolis Convention Center
Lyle Alexson, Minneapolis Finance Department



Minneapolis
City of Lakes

**Business Information
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**Third City Loan to the GMCVA (iDSS)
Milestones and Benchmarks
May 17, 2006**

1. Quarterly bookings benchmarks by product line
2. Product development milestones
 - a. Destination Management System
 - b. Registration and Housing
 - c. Future Hotel Inventory System
3. Product Marketing Plan by product line
4. Advertising/promotion milestones
 - a. Product Pricing
 - b. Indirect Sales partners
 - c. Channel/ Vertical Tactics
5. Sales plan by product line
 - a. Market penetration milestones (Domestic & International)
 - b. Organization/staffing milestones
 - c. Quarterly sales forecast performance
6. Product support plan
 - a. Organization/staffing milestones
 - b. Service desk performance
 - c. Installation & Training performance
7. Quarterly use of proceeds report.
8. 2006 year end Business Valuation Audit.
9. Mid-year business plan audit/update with measurable business objectives.
10. Restructure the iDSS Corporate Board
11. 2006 customer satisfaction survey. (2005 baseline)