



Esri
380 New York Street
Redlands, California 92373-8100
Phone: 909-793-2853, ext. 1-4441
Fax: 909-307-3046



**Special Offer from
Esri Including an
HP ProLiant ML330 G6
Server with
ArcGIS® for Server
Advanced Workgroup for
US Customers Only**

**Offer Valid through
May 31, 2012**

Esri is pleased to extend special offers within the United States. This offer consists of an HP ProLiant Server and an ArcGIS for Server Advanced Workgroup License.

Basic Workgroup version is also available upon request. Please call Dean Garner (dgarner@esri.com) at 909-793-2853, extension 1-4441, or Neil Tomlinson (ntomlinson@esri.com) at 909-793-2853, extension 1-1340. If you do not see the exact server configuration you are looking for, please call Dean or Neil listed above.

ArcGIS for Server Advanced Workgroup

ArcGIS for Server Advanced Workgroup is designed for GIS organizations that want to provide a central, server-based GIS for distributing GIS services across the organization or over the Internet. It provides spatial data management, visualization (both 2D and 3D),

spatial analysis, modeling, and a configurable mobile GIS application. The Advanced Workgroup edition also includes four advanced analysis extensions (3D Analyst, Spatial Analyst, Network Analyst, and Geostatistical Analyst) at no additional cost.

The Workgroup level of ArcGIS for Server is designed and limited to run on a single machine and includes a SQL Server Express database engine. The Workgroup level supports 10 simultaneous connections to a multiuser geodatabase and 10 GB of data storage on a multiuser geodatabase.

One server package is available.

An HP ProLiant ML330 G6 Server Including

- One Quad Core Intel® Xeon® E5620 2.40 GHz Processor, 12 MB L3 Cache
- 8 GB RAM (2 x 4 GB)
- 2 x 1 TB Hot Plug 3.5 inch SAS 7200 rpm MDL Dual Port Hard Disk Drives with RAID 1
- HP P410/512 BBWC Smart Array Controller
- DVD RW Optical Drive
- Embedded NC326i Dual Port Network Adapter
- Dual 750 W Power Supplies
- HP iLO Advanced 1 Server License
- Windows® Server 2008 R2 Standard Edition x64 with 5 CALs
- Three-Year Four-Hour On-Site Response 24 Hours a Day, Seven Days a Week
- On-Site Installation of Operating System and Hardware



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TERMS OF THE OFFER

- This offer is valid only in the United States excluding Guam, Puerto Rico, and the Virgin Islands.
- This offer is only available as a bundled hardware/software system.
- Orders must be received at Esri by May 31, 2012.
- Delivery terms: 20–40 days after receipt of completed order and approval of credit. Manufacturer availability may change delivery terms.

ESRI SOFTWARE DELIVERY AND INSTALLATION

ArcGIS for Server is delivered via electronic download from Esri. Users will receive an e-mail communication with a token that directs them to their Esri Global Account. Customers that do **not** have an Esri Global Account must create one before they can use the token to receive access to downloading software from the Customer Care Portal. Existing customers that already have access to the Customer Care Portal will already have access to the ArcGIS for Server download. Official media is available on DVD for an additional fee. Esri® software installation services are available, if needed, and are included on page 4 of the quotes.

TRAINING

Please contact the Esri Learning Center at 909-793-2853, ext. 1-1585, for course information and a training schedule, and see page 4 of the quotes for training options and cost.

HOW TO ORDER

1. Complete the attached order form and credit application, if not previously on file with Esri.
2. Add other desired options.
3. Add any applicable sales tax (see order form).
4. Provide purchase order or other form of payment.
5. Send your completed order and credit application to your Esri regional office or

Esri
 Customer Service/Kelly Campos
 380 New York Street
 Redlands, CA 92373-8100
 Fax: 800-330-7053

6. Your hardware and software will be shipped to you within 20–40 days after all paperwork has been completed and credit approved. Manufacturer availability may change delivery terms.

QUESTIONS?

Contact your Esri regional office regarding the terms of this offer or general questions.

Contact Dean Garner at 909-793-2853, ext. 1-4441, to discuss hardware options not provided in the attached quotation.

Contact Kelly Campos at 909-793-2853, ext. 1-1831, regarding the status of your order.

Corporate Headquarters

Esri
 380 New York Street
 Redlands, California 92373-8100
 Telephone: 909-793-2853 Fax: 909-793-5953

Regional Offices

States Served

| | |
|--|-----------------------------------|
| Boston Telephone: 978-777-4543 Fax: 978-777-8476 | CT, MA, ME, NH, NY, RI, VT |
| California Telephone: 909-793-2853, ext. 1-1906 Fax: 909-307-3025 | CA, HI, NV |
| Charlotte Telephone: 704-541-9810 Fax: 704-541-7620 | AL, FL, GA, NC, SC, TN, VA |
| Denver Telephone: 303-449-7779 Fax: 303-449-8830 | AZ, CO, NM, UT, WY |
| Minneapolis Telephone: 651-454-0600 Fax: 651-454-0705 | IL, MI, MN, ND, SD, WI |
| Olympia Telephone: 360-754-4727 Fax: 360-943-6910 | AK, ID, MT, OR, WA |
| Philadelphia Telephone: 610-644-3374 Fax: 610-644-3379 | DC, DE, MD, NJ, PA, WV |
| San Antonio Telephone: 210-499-1044 Fax: 210-499-4112 | LA, MS, OK, TX |
| St. Louis Telephone: 636-949-6620 Fax: 636-949-6735 | AR, IA, IN, KS, KY, MO, NE, OH |



Esri
 380 New York Street
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Date: February 6, 2012
Quotation Number: HP310AGAW
HP ProLiant ML330 G6 with ArcGIS for Server Advanced Workgroup
Quote valid until May 31, 2012 **Page 3**

| ITEM | QTY | DESCRIPTION | PRICE |
|--------------------------------------|-----|---|--------------------|
| 105921 | 1 | An HP ProLiant ML330 G6 Server including One Quad Core Intel Xeon X3330 2.40 GHz Processor, 12 MB L3 Cache, 8 GB RAM (2 x 4 GB), 2 x 1 TB Hot Plug 3.5 inch SAS 7200 rpm MDL Dual Port Hard Disk Drives with RAID 1, HP P410/512 BBWC Smart Array Controller, DVD RW Optical Drive, Embedded NC326i Dual Port Network Adapter, Dual 750 W Power Supplies, HP iLO Advanced 1 Server License, Windows Server 2008 R2 Standard Edition x64 with 5 CALs, Three-Year Four-Hour On-Site Response 24 Hours a Day, Seven Days a Week, On-Site Installation of Operating System and Hardware | |
| ArcGIS for Server Advanced Workgroup | 1 | ArcGIS for Server Advanced Workgroup for One Server with Four Cores (Includes First Year of Software Maintenance) Shipping and Handling (Included) | |
| <i>System Package Total</i> | | | \$23,600.00 |

Notes: Total does not include applicable sales tax (see order form).
By: Dean Garner at 909-793-2853, ext. 1-4441
Title: Hardware Solution Sales Manager

This quotation is made in confidence for your review only. It may not be disclosed to third parties.

**Additional Cost Options
 Specific to ProLiant ML330 Server Offer**

| ITEM | QTY | DESCRIPTION | PRICE |
|----------------------------------|-----|--|---------------|
| HPWA4 | | Credit for Decline of Three-Year Four-Hour On-Site Response, 24 Hours a Day, Seven Days a Week Warranty and replace with Standard Three-Year, Next-Business-Day Response Warranty | (-\$350.00) |
| CRIN 2 | | Credit for Decline of Installation of HP Hardware and HP Software at time of purchase | (-\$1,300.00) |
| 4GB2 | 1 | Additional 2 x 1 TB Hot Plug 3.5 inch SAS 7200 rpm MDL Dual Port Hard Disk Drives, changing the RAID 1 to RAID 5 at time of purchase | \$950.00 |
| Data Appliance for ArcGIS | | Data Appliance for ArcGIS provides terabytes of prerendered nationwide and worldwide data that includes street and transportation data, place-name data, administrative boundaries, raster imagery, topographic maps, shaded relief imagery, and elevation data. | |

Subject to other terms and conditions on attached sheets.



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 Fax: 909-307-3046

Date: February 6, 2012

Training and Installation Options

Quotation Number:
 IMS-TROP

Quote valid until May 31, 2012

Page 4

| ITEM | QTY | DESCRIPTION | PRICE |
|--------|-----|--|------------|
| 126618 | 1 | <i>Introduction to ArcGIS for Server Training Course</i> Two Days, per Person, at Esri | \$1,010.00 |
| 115132 | 1 | <i>Introduction to ArcGIS for Server Training Course with Classroom Setup Support—Two Days at Client Site</i> | \$9,090.00 |
| 104276 | 1 | <i>ArcGIS for Server Configuration and Tuning for SQL Server Training Course</i> Two Days, per Person, at Esri | \$1,010.00 |
| 103881 | 1 | <i>Managing Editing Workflows in the Multiuser Geodatabase Training Course</i> Three Days, per Person, at Esri | \$1,515.00 |
| 104686 | 1 | <i>Data Management in the Multiuser Geodatabase Training Course</i> Three Days, per Person, at Esri | \$1,515.00 |
| 109051 | 1 | <i>ArcGIS for Server Web Administration Using the Microsoft .NET Framework Training Course</i> Three Days, per Person, at Esri | \$1,515.00 |
| 120923 | 1 | <i>Creating Effective Web Applications Using ArcGIS for Server Training Course</i> Two Days, per Person, at Esri | \$1,010.00 |
| 120212 | 1 | <i>Building Web Applications Using the ArcGIS API for Flex Training Course</i> Two Days, per Person, at Esri | \$1,010.00 |
| 120216 | 1 | <i>Building Web Applications Using the ArcGIS API for Microsoft Silverlight/WPF Training Course</i> Two Days, per Person, at Esri | \$1,010.00 |
| 122330 | 1 | Esri ArcGIS for Server Jump Start: The ArcGIS for Server Jump Start provides up to three days of installation and configuration support for ArcGIS for Server Advanced Workgroup software on up to two customer-provided hardware servers. Customers will be provided with a jump-start prerequisite and checklist document prior to the on-site visit. The price includes airfare, hotel, car rental, per diem, and other direct costs. On-site support will be provided at a mutually agreed-upon customer location during one trip within the United States on consecutive business days within a single workweek. By purchasing this service, the customer agrees to the Implementation Services Terms and Conditions (G-363-D Addendum), which shall take precedence over any other terms and the customer's purchase order. If not attached, these Terms and Conditions can be viewed on the web at esri.com/legal/service-agreements.html . Scheduling will be based on resource availability. | \$8,100.00 |

Notes: Contact Dean Garner at 909-793-2853, ext. 1-4441, for options not found in this promotion or for any questions regarding this offer.

By: Dean Garner
Title: Hardware Solution Sales Manager

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Subject to other terms and conditions on attached sheet.



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ESRI QUOTATION TERMS AND CONDITIONS

This quotation is valid until May 31, 2012. These prices and terms are valid only for items purchased and delivered within the United States excluding Guam, Puerto Rico, and the Virgin Islands.

This quotation information is proprietary and may not be copied or released other than for the express purpose of system selection and purchase. This information may not be given to outside parties or used for any other purpose without written consent from Esri.

ORDER PROCESS

The order process is initiated when Esri receives an original purchase order or some form of advance payment. Several additional documents (e.g., credit application, if not using credit card, and tax exemption certificate) are required to complete the order.

IMPORTANT! Collectively, these documents contain the authorizations and information necessary to ship proper versions of the software on the correct media. Please return them promptly to avoid unnecessary delays in shipping. Please return all documents by mail or express courier or as otherwise directed.

Please show the following remittance address on your purchase order:

Esri, File #54630, Los Angeles, CA 90074-4630

DELIVERY

FOB ORIGIN

Software: Allow 30 days from Esri's receipt of purchase order, signed software license agreement(s), and other documents, as required. Esri software license agreements may be accessed at esri.com/legal.

Hardware: Manufacturer's terms apply. Lead times depend on make/models purchased.

Standard delivery method is surface carrier for hardware. Actual delivery method may vary depending on weight. Other service is available for an additional fee (e.g., overnight delivery).

PAYMENT TERMS

Net 30 days, on approved credit.

WARRANTY

Warranty and service are provided by manufacturer(s).

TAXES

Prices quoted do not include applicable sales or use taxes unless so stated. Esri reserves the right to collect sales tax assessed by states as required by law. Esri will add state sales tax to the invoice unless Esri receives proof with the order that your organization is tax exempt or pays state tax directly.

Esri collects and pays sales tax in Alabama, Arizona, California, Colorado, Connecticut, Florida, Georgia, Hawaii, Illinois, Indiana, Kansas, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, and Wisconsin. In preparing your budget, please allow for applicable sales tax. Esri reserves the right to collect sales tax assessed by additional states as required by law.



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 380 New York Street
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 909-793-2853

**Esri/HP ProLiant Server with
 ArcGIS® for Server
 Advanced Workgroup Offer
 Domestic Order Form**

2/6/12

| BILL TO | |
|----------------|--------|
| Organization | |
| Department | PO No. |
| Address | |
| | |
| Attention | |
| Phone | Fax |
| E-mail Address | |

| ORDERED BY | |
|---------------|-------------------|
| Organization | |
| Date of Order | PO No. |
| Phone | Fax |
| Contact | Esri Customer No. |

| SHIP TO | |
|----------------|-----|
| Organization | |
| Department | |
| Address | |
| | |
| Attention | |
| Phone | Fax |
| E-mail Address | |

| Qty. | Description | Unit Package Price | Total |
|--|--|----------------------|----------|
| | HP ProLiant ML330 G6 with ArcGIS for Server Advanced Workgroup—Item No. 105921 | \$23,600.00 | |
| Optional Items (Enter items and prices below.) | | Optional Items Total | |
| | | Subtotal | |
| | | Shipping | Included |
| | | Sales Tax* | |
| | | Total Due Esri | |

| | Unit Price | Net Price |
|--|------------|-----------|
| | | |
| | | |
| | | |
| | | |

THANK YOU FOR YOUR ORDER!

Please attach sheet of additional options and pricing, if necessary.

* Please add appropriate sales tax in the states of AL, AZ, CA, CO, CT, FL, GA, HI, IL, IN, KS, MA, MD, MI, MN, MO, NC, ND, NE, NJ, NM, NV, NY, OH, OK, PA, SC, TN, TX, UT, VA, VT, WA, and WI. Esri reserves the right to correct sales tax rates and/or collect the sales tax assessed by additional states as required by law, without notice. Items may be shipped separately.

| FAX YOUR ORDER TO |
|---|
| 800-330-7053 |
| ATTN.: Customer Service/Kelly Campos |
| Esri |
| 380 New York Street • Redlands, CA 92373-8100 |

| NOTES | |
|--|---|
| <p>A. Orders must be received at Esri by May 31, 2012.</p> <p>B. If submitting a purchase order, a credit application will need to be completed if one is not already on file with Esri.</p> <p>C. ArcGIS for Server requires a signed license agreement or license amendment for current users.</p> | <p>PAYMENT OPTIONS:</p> <p>(a) Enclose a check payable to Esri with this form.</p> <p>(b) Enclose a completed purchase order with this form.</p> <p>We will not ship without payment or purchase order enclosed. Acceptance of purchase order is based on credit approval.</p> |



IN-HOUSE USE
ORIGINATED BY _____ DEPT. _____ PHONE _____ CLIENT'S REQUEST \$ _____

**ESRI
CREDIT APPLICATION
COMPANY INFORMATION**

COMPANY NAME: _____ TELEPHONE: _____
DBA: _____ FAX: _____
ADDRESS: _____ CONTACT: _____

TAX EXEMPT: YES/NO. IF YES, PLEASE ATTACH COPY
OF EXEMPTION CERTIFICATES FOR ALL STATES.
LENGTH OF TIME IN BUSINESS: _____ FEDERAL ID NO.: _____
NUMBER OF EMPLOYEES: _____

CORPORATION _____ PROPRIETORSHIP _____ PARTNERSHIP
IF A CORPORATION, IN WHAT STATE INCORPORATED: _____
DATE OF INCORPORATION: _____
PRESIDENT: _____ VICE PRESIDENT: _____
PARTNER'S NAME(S): _____
PERSONS WITH CORPORATE SIGNATORY AUTHORITY: _____

COMPANY CLASSIFICATION: _____ FORTUNE 500 _____ UNIVERSITY, COLLEGE, OR PUBLIC SCHOOLS

LOCAL, STATE, OR FEDERAL GOVERNMENT _____ NONE OF THE ABOVE
BRIEFLY DESCRIBE YOUR COMPANY'S FUNCTION: _____

BANK REFERENCE

(Please list all banks and banking account numbers; attach additional pages if necessary.)

BANK NAME: _____ TELEPHONE: _____
ADDRESS: _____ CONTACT: _____

CHECKING ACCOUNT NO.: _____
OTHER ACCOUNT NO.: _____
LOAN NO.: _____

VENDOR REFERENCE

(PROVIDE 5)

NAME: _____ NAME: _____
ADDRESS: _____ ADDRESS: _____

TELEPHONE: _____ TELEPHONE: _____
NAME: _____ NAME: _____
ADDRESS: _____ ADDRESS: _____

TELEPHONE: _____ TELEPHONE: _____
NAME: _____
ADDRESS: _____

TELEPHONE: _____

ESRI PAYMENT POLICY:

NET 30 DAYS, 1.5 PERCENT LATE FEE PER MONTH AFTER 30 DAYS

BY SIGNING BELOW, COMPANY CERTIFIES AND ATTESTS FINANCIAL RESPONSIBILITY FOR ANY AND ALL CORRECT ESRI INVOICES TO COMPANY AND ITS ABILITY TO PAY SUCH INVOICES IN ACCORDANCE WITH ESRI'S PAYMENT POLICY. COMPANY FURTHER AGREES TO PAY REASONABLE ATTORNEY'S FEES, PLUS INTEREST, IN THE EVENT OF DEFAULT IN PAYMENTS IN COMPLIANCE WITH ESRI POLICY. THE INFORMATION CONTAINED HEREIN IS ONLY FOR THE PURPOSE OF OBTAINING CREDIT AND AUTHORIZES ESRI TO OBTAIN INFORMATION CONCERNING COMPANY'S CREDIT STANDING.

PLEASE FAX TO ESRI CREDIT ANALYST AT 909-307-3031 AND MAIL ORIGINAL.

BY: _____ DATE: _____