



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
HP ProLiant Servers with
ArcGIS® Server 9.3
Standard Enterprise
License for
U.S. Customers Only**

**Offer Valid through
February 27, 2009**

ESRI is pleased to extend special offers within the United States. These offers consist of HP ProLiant Servers and an ArcGIS Server 9.3 Standard Enterprise License.

If you do not see the exact server configuration you are looking for, please call your local ESRI regional office or Dean Garner at 909-793-2853, ext. 1-4441, for tailor-made solutions.

ArcGIS Server 9.3 Standard Enterprise requires a database management system (DBMS) server. A Microsoft® SQL Database Server option is available on page 5 of this offer.

ArcGIS Server 9.3 Standard Enterprise is designed for GIS users who want to provide a central, server-based GIS for publishing geographic data as maps and globes. It provides spatial data management, visualization (both 2D and 3D), and spatial analysis capabilities.

The enterprise level of ArcGIS Server 9.3 supports an unlimited number of users via either direct connect or connection to an application server. It offers DBMS support for all editions of Microsoft SQL Server™ as well as IBM DB2, IBM Informix, and Oracle. It has no data or memory limits.

Two server packages are available.

A HP ProLiant DL360 G5 Server Including

- One (1) Quad Core Intel Xeon E5450 3.00 GHz Processor, 12 MB (2 x 6 MB) L2 Cache or Two (2) Quad Core Intel Xeon E5450 3.00 GHz Processors, 12 MB (2 x 6 MB) L2 Cache
- 8 GB RAM (2 x 4 GB DIMMs) for Four Core Server or 16 GB RAM (4 x 4 GB DIMMs) for Eight Core Server
- 2 x 146 GB 10000 rpm Serial Attached SCSI (SAS) Disk Drives with RAID 1
- HP Smart Array E200i/128 Controller
- DVD/CD-RW Combo Drive
- Two Embedded NC373i Multifunction Gigabit Network Adapters
- 2 x 700 W Power Supplies
- Windows® Server 2003 R2, Standard 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 February 27, 2009.
- Delivery terms: 20–40 days after receipt of completed order and approval of credit. Manufacturer availability may change delivery terms.

SYSTEM INSTALLATION

ArcGIS Server is delivered on DVD. ESRI® software installation services are available, if needed, and are quoted optionally on page 6 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 6 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
 380 New York Street
 Redlands, CA 92373-8100

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

Boston
 Telephone: 978-777-4543
 Fax: 978-777-8476

California
 Telephone: 909-793-2853,
 ext. 1-1906
 Fax: 909-307-3025

Charlotte
 Telephone: 704-541-9810
 Fax: 704-541-7620

Denver
 Telephone: 303-449-7779
 Fax: 303-449-8830

Minneapolis
 Telephone: 651-454-0600
 Fax: 651-454-0705

Olympia
 Telephone: 360-754-4727
 Fax: 360-943-6910

Philadelphia
 Telephone: 610-644-3374
 Fax: 610-644-3379

San Antonio
 Telephone: 210-499-1044
 Fax: 210-499-4112

St. Louis
 Telephone: 636-949-6620
 Fax: 636-949-6735

Washington, D.C.
 Telephone: 703-506-9515
 Fax: 703-506-9514

States Served

CT, MA, ME, NH,
 NY, RI, VT

CA, HI, NV

AL, FL, GA,
 NC, SC, TN

AZ, CO, NM,
 UT, WY

IL, MI, MN,
 ND, SD, WI

AK, ID, MT,
 OR, WA

DE, NJ, PA

LA, MS, OK, TX

AR, IA, IN, KS,
 KY, MO, NE, OH

DC, MD, VA, WV



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Date: October 16, 2008
Quotation Number: PL3604SE1

**Package No. 1—HP ProLiant DL360 G5 with
 ArcGIS Server 9.3 Standard Enterprise—
 Four Core Server Solution**

Quote valid until February 27, 2009 **Page 3**

| ITEM | QTY | DESCRIPTION | PRICE |
|--|-----|--|--------------------|
| 105712 | 1 | A HP ProLiant DL360 G5 Server Including One (1) Quad Core Intel Xeon E5450 3.00 GHz Processor, 8 GB RAM (2 x 4 GB DIMMs), 2 x 146 GB 10000 rpm Serial Attached SCSI (SAS) Disk Drives with RAID 1, HP Smart Array E200i/128 Controller, DVD/CD-RW Combo Drive, Two Embedded NC373i Multifunction Gigabit Network Adapters, 2 x 700 W Power Supplies, Windows Server 2003 R2, Standard x64 with 5 CALs, Three-Year Four-Hour On-Site Response, 24 Hours a Day, Seven Days a Week, and On-Site Installation of Operating System and Hardware | |
| ArcGIS Server 9.3 Standard Enterprise | 1 | ArcGIS Server 9.3 Standard Enterprise for One Server with Four Cores (Includes First Year of Software Maintenance) <i>Pricing does not include a Database Server. Please see page 5 for a Microsoft SQL Database Server option.</i> Shipping and Handling (Included) | |
| <i>System Package Total</i> | | | \$24,500.00 |

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 DL360 G5 Server Package No. 1 Offer | | | |
| ITEM | QTY | DESCRIPTION | PRICE |
| HPWA2 | | 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 | (-\$500.00) |
| CRIN | | Credit for Decline of Installation of HP Hardware and HP Software at time of purchase | (-\$1,200.00) |
| 8GB2 | 1 | Additional cost to add 8 GB of memory at Time of Purchase Only | \$800.00 |
| 15MON | 1 | 15-inch Flat Panel Monitor | \$295.00 |
| ArcGIS Data Appliance | | ArcGIS Data Appliance 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. Please see www.esri.com/arcgisdata-appliance for more details. | |
| Subject to other terms and conditions on attached sheets. | | | |



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| Date: October 16, 2008 | | Package No. 2—HP ProLiant DL360 G5 with ArcGIS Server 9.3 Standard Enterprise— Eight Core Server Solution | |
|--|-----|---|--------------------|
| Quotation Number: PL3608SE1 | | Page 4 | |
| | | Quote valid until February 27, 2009 | |
| ITEM | QTY | DESCRIPTION | PRICE |
| 105713 | 1 | A HP ProLiant DL360 G5 Server with Two (2) Quad Core Intel Xeon E5450 3.00 GHz Processors, 16 GB RAM (4 x 4 GB DIMMs), 2 x 146 GB 10000 rpm Serial Attached SCSI (SAS) Disk Drives with RAID 1, HP Smart Array E200i/128 Controller, DVD/CD-RW Combo Drive, Two Embedded NC373i Multifunction Gigabit Network Adapters, 2 x 700 W Power Supplies, Windows Server 2003 R2, Standard x64 with 5 CALs, Three-Year Four-Hour On-Site Response, 24 Hours a Day, Seven Days a Week, and On-Site Installation of Operating System and Hardware | |
| ArcGIS Server 9.3 Standard Enterprise | 1 | ArcGIS Server 9.3 Standard Enterprise for One Server with Eight Cores (Includes First Year of Software Maintenance) <i>Pricing does not include a Database Server. Please see page 5 for a Microsoft SQL Database Server option.</i> Shipping and Handling (Included) | |
| <i>System Package Total</i> | | | \$43,000.00 |
| 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 DL360 G5 Server Package No. 2 Offer | | | |
|---|-----|--|---------------|
| ITEM | QTY | DESCRIPTION | PRICE |
| HPWA2 | | 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 | (-\$500.00) |
| CRIN | | Credit for Decline of Installation of HP Hardware and HP Software at time of purchase | (-\$1,200.00) |
| 8GB2 | 1 | Additional cost to add 8 GB of memory at Time of Purchase Only | \$800.00 |
| 16GB2 | 1 | Additional cost to add 16 GB of memory at Time of Purchase Only | \$1,600.00 |
| 15MON | 1 | 15-inch Flat Panel Monitor | \$295.00 |
| ArcGIS Data Appliance | | ArcGIS Data Appliance 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. Please see www.esri.com/arcgisdata-appliance for more details. | |
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| Date: October 16, 2008 | | HP ProLiant DL380 G5 Microsoft SQL Database Server Solution | |
|--|-----|---|--------------------|
| Quotation Number: DL380SQL | | Page 5 | |
| Quote valid until February 27, 2009 | | | |
| ITEM | QTY | DESCRIPTION | PRICE |
| 105716 | 1 | A HP ProLiant DL380 G5 Server including One (1) Quad Core Intel Xeon E5450 3.00 GHz Processor, 8 GB RAM (2 x 4 GB DIMMs), 6 x 146 GB 10000 rpm Serial Attached SCSI (SAS) Disk Drives with RAID 5, HP Smart Array P400/512 PCIe Controller, DVD/CD-RW Combo Drive, Embedded NC373i Multifunction Gigabit Network Adapter, Dual 1000 W Power Supplies, Windows Server 2003 R2, Standard x64 with 5 CALs, Three-Year Four-Hour On-Site Response, 24 Hours a Day, Seven Days a Week, and On-Site Installation of Operating System and Hardware | |
| SQLS | 1 | Microsoft SQL Server 2005X64 Standard for Single Socket Shipping and Handling (Included) | |
| <i>System Package Total</i> | | | \$16,000.00 |
| 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 DL380 G5 Microsoft SQL Database Server Offer | | | |
| ITEM | QTY | DESCRIPTION | PRICE |
| HPWA2 | | 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 | (-\$800.00) |
| CRIN | | Credit for Decline of Installation of HP Hardware and HP Software at time of purchase | (-\$1,300.00) |
| 146GB | 1 | Additional cost to add 146 GB 10000 rpm Serial Attached SCSI (SAS) Disk Drive at time of purchase—only two additional drives can be added | \$380.00 |
| 8GB2 | 1 | Additional cost to add 8 GB of memory at Time of Purchase Only | \$800.00 |
| 15MON | 1 | 15-inch Flat Panel Monitor | \$295.00 |
| Subject to other terms and conditions on attached sheets. | | | |



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Date: October 16, 2008

Training and Installation Options

Quotation Number:
 IMS-TROP

Quote valid until February 27, 2009

Page 6

| ITEM | QTY | DESCRIPTION | PRICE |
|--------|-----|--|-------------|
| 105579 | 1 | <i>Introduction to ArcGIS Server</i> Training Course Two Days, per Person, at ESRI | \$980.00 |
| 105580 | 1 | <i>Introduction to ArcGIS Server</i> Training Course Two Days at Client Site | \$7,640.00 |
| 104276 | 1 | <i>ArcGIS Server Configuration and Tuning for SQL Server</i> Training Course Two Days, per Person, at ESRI | \$980.00 |
| 104277 | 1 | <i>ArcGIS Server Configuration and Tuning for SQL Server</i> Training Course Two Days at Client Site | \$7,640.00 |
| 103881 | 1 | <i>Managing Editing Workflows in the Multiuser Geodatabase</i> Training Course Three Days, per Person, at ESRI | \$1,470.00 |
| 103882 | 1 | <i>Managing Editing Workflows in the Multiuser Geodatabase</i> Training Course Three Days at Client Site | \$11,460.00 |
| 105896 | 1 | <i>Developing Applications with ArcGIS Server Using the Microsoft .NET Framework</i> Training Course Three Days, per Person, at ESRI | \$1,470.00 |
| 105897 | 1 | <i>Developing Applications with ArcGIS Server Using the Microsoft .NET Framework</i> Training Course Three Days at Client Site | \$11,460.00 |
| 104686 | 1 | <i>Data Management in the Multiuser Geodatabase</i> Training Course Three Days, per Person, at ESRI | \$1,470.00 |
| 104687 | 1 | <i>Data Management in the Multiuser Geodatabase</i> Training Course Three Days at Client Site | \$11,460.00 |
| 108983 | 1 | ESRI ArcGIS Server Standard Enterprise Installation: The ArcGIS Server Standard Enterprise Installation Service provides up to three days of installation and configuration support for ArcGIS Server Standard Enterprise software on up to four customer-provided hardware servers. The price includes airfare, hotel, car rental, per diem, and other direct costs. If time permits, support can include basic technology transfer of typical uses for ArcGIS Server software. On-site support will be provided at a mutually agreed-upon customer location within the United States. By purchasing this service, the customer agrees to the Implementation Services Terms and Conditions (G-363-C), 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 www.esri.com/terms-conditions/g363c.html . | \$7,000.00 |

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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ESRI QUOTATION TERMS AND CONDITIONS

This quotation is valid until February 27, 2009. 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.

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

Standard delivery method is ground or two-day air for software and 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. In preparing your budget, please allow for applicable sales tax. 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 is shown 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. ESRI reserves the right to collect sales tax assessed by additional states as required by law.



ESRI

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 909-793-2853

**ESRI/HP ProLiant Server with ArcGIS®
 Server 9.3 Standard Enterprise Offer
 Domestic Order Form**

10/16/08

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

| ORDERED BY | |
|---------------|-------------------|
| Organization | |
| Date of Order | P.O. No. |
| Phone | Fax |
| Contact | ESRI Customer No. |

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

| Qty. | Description | Unit Package Price | Total |
|--|---|----------------------|----------|
| | Package No. 1: HP ProLiant DL360 G5 with ArcGIS Server 9.3 Standard Enterprise— Four Core Server Solution—Item No. 105712 | \$24,500.00 | |
| | Package No. 2: HP ProLiant DL360 G5 with ArcGIS Server 9.3 Standard Enterprise— Eight Core Server Solution—Item No. 105713 | \$43,000.00 | |
| | HP ProLiant DL380 G5 Microsoft SQL Database Server Solution—Item No. 105716 | \$16,000.00 | |
| Optional Items (Enter items and prices below.) | | Optional Items Total | |
| | | Subtotal | |
| | | Shipping | Included |
| | | Sales Tax* | |
| | | Total Due ESRI | |

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 February 27, 2009.</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 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: _____