



ESRI
380 New York Street
Redlands, California 92373-8100
Phone: 909-793-2853, ext. 1-4441
Fax: 909-307-3446



**Special Offer from
ESRI Including
IBM System x3550 Server
with ArcGIS® Server 9.3
Advanced 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 IBM System x3550 Server and an ArcGIS Server 9.3 Advanced 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 Advanced Enterprise 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), 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 IBM DB2, IBM Informix, Oracle, and all editions of Microsoft SQL Server. It has no data or memory limits.

Two server packages are available.

An IBM System x3550 Server including

- One (1) Quad Core Intel Xeon X5470 3.33 GHz Processor, 12 MB (2 x 6 MB) L2 Cache or Two (2) Quad Core Intel Xeon 5460 3.33 GHz Processors, 12 MB (2 x 6 MB) L2 Cache
- 8 GB RAM for Four Core Server or 16 GB RAM for Eight Core Server
- 2 x 146 GB 15000 rpm Serial Attached SCSI (SAS) Disk Drives with RAID 1
- CD-RW/DVD-ROM Combo Drive
- Integrated Dual Gigabit Ethernet
- 2 x 670W Power Supplies
- Microsoft Windows Server 2003 64-bit Standard with Five Clients
- Three-Year Four-Hour On-Site Response 24 Hours a Day, Seven Days a Week (Available for locations in most major metropolitan areas in the United States)

ArcGIS Server 9.3 Enterprise requires a database management system (DBMS) server. A DB2 Database Server option is available on page 5 of this offer.



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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 available only as a bundled hardware/software system.
- The system pricing provided is the same for all users, including university and government users, regardless of volume.
- Orders must be received at ESRI by February 27, 2009.
- Delivery terms: 30–45 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 30–45 days of all paperwork being 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

ESRI 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 29, 2008
 Quotation Number: X3550AGAE1

**Package No. 1—IBM System x3550 with
 ArcGIS Server 9.3 Advanced Enterprise License—
 Four Core Server Solution**

Quote valid until February 27, 2009 Page 3

| ITEM | QTY | DESCRIPTION | PRICE |
|--|-----|---|--------------------|
| 104859 | 1 | An IBM System x3550 Server including One (1) Quad Core Intel Xeon X5470 3.33 GHz Processor, 12 MB (2 x 6 MB) L2 Cache, 8 GB RAM, 2 x 146 GB 15000 rpm Serial Attached SCSI (SAS) Disk Drives with RAID 1, CD-RW/DVD-ROM Combo Drive, Integrated Dual Gigabit Ethernet, 2 x 670W Power Supplies, Microsoft Windows Server 2003 64-bit Standard with Five Clients, Three-Year Four-Hour On-Site Response 24 Hours a Day, Seven Days a Week (Available for locations in most major metropolitan areas in the United States) | |
| ArcGIS Server 9.3 Advanced Enterprise | 1 | ArcGIS Server 9.3 Advanced Enterprise License for One Server with Four Cores (Includes First Year of Software Maintenance) ArcGIS Server 9.3 Advanced Enterprise requires a DBMS server. Shipping and Handling (Included) | |
| <i>System Package Total</i> | | | \$41,500.00 |

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 IBM System x3550 Server Package No. 1 Offer | | | |
|---|-----|--|------------|
| ITEM | QTY | DESCRIPTION | PRICE |
| 4GB | 1 | 4 GB (2 x 2 GB) of Memory | \$300.00 |
| 17MON | 1 | Avocent KVM Console 17-inch TFT Monitor, Keyboard, and Mouse | \$1,250.00 |
| 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 29, 2008 | | Package No. 2—IBM System x3550 with ArcGIS Server 9.3 Advanced Enterprise License— Eight Core Server Solution | |
|---|-----|---|--------------------|
| Quotation Number: X3550AGAE2 | | Page 4 | |
| Quote valid until February 27, 2009 | | | |
| ITEM | QTY | DESCRIPTION | PRICE |
| 104860 | 1 | An IBM System x3550 Server with Two (2) Quad Core Intel Xeon X5470 3.33 GHz Processors, 12 MB (2 x 6 MB) L2 Cache, 16 GB RAM, 2 x 146 GB 15000 rpm Serial Attached SCSI (SAS) Disk Drives with RAID 1, CD-RW/DVD-ROM Combo Drive, Integrated Dual Gigabit Ethernet, 2 x 670W Power Supplies, Microsoft Windows Server 2003 64-bit Standard with Five Clients, Three-Year Four-Hour On-Site Response 24 Hours a Day, Seven Days a Week (Available for locations in most major metropolitan areas in the United States) | |
| ArcGIS Server 9.3 Advanced Enterprise | 1 | ArcGIS Server 9.3 Advanced Enterprise License for One Server with Eight Cores ArcGIS Server 9.3 Advanced Enterprise requires a DBMS server. Shipping and Handling (Included) | |
| <i>System Package Total</i> | | | \$76,500.00 |
| 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 IBM System x3550 Server Package No. 2 Offer | | | |
|--|-----|--|------------|
| ITEM | QTY | DESCRIPTION | PRICE |
| 8GB2 | 1 | 8 GB (4 x 2 GB) of Memory | \$950.00 |
| 17MON | 1 | Avocent KVM Console 17-inch TFT Monitor, Keyboard, and Mouse | \$1,250.00 |
| 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 29, 2008 | | IBM System x3650 DB2 Database Server Solution | |
|---|-----|---|--------------------|
| Quotation Number: X3650DB2 | | Quote valid until February 27, 2009 | |
| | | Page 5 | |
| ITEM | QTY | DESCRIPTION | PRICE |
| 108588 | 1 | An IBM System x3650 Server including One (1) Quad Core Intel Xeon X5470 3.33 GHz Processor, 12 MB (2 x 6 MB) L2 Cache, 8 GB RAM, 8 x 146 GB 10000 rpm Serial Attached SCSI (SAS) Disk Drives with RAID 5, CD-RW/DVD-ROM Combo Drive, Integrated Dual Gigabit Ethernet, 2 x 835W Power Supplies, Microsoft Windows Server 2003 64-bit Standard with Five Clients, Three-Year Four-Hour On-Site Response 24 Hours a Day, Seven Days a Week (Available for locations in most major metropolitan areas in the United States) | |
| DB2 | 1 | IBM DB2 Universal Database Workgroup Server Unlimited Edition Shipping and Handling (Included) | |
| <i>System Package Total</i> | | | \$37,500.00 |
| 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 | | | |
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| Date: October 29, 2008 | | ArcGIS Server Training and Installation Options | |
|---|--|--|-------------|
| Quotation Number: TROP | | Quote valid until February 27, 2009 | |
| | | Page 6 | |
| ITEM | QTY | DESCRIPTION | PRICE |
| 105579 | 1 | <i>Introduction to ArcGIS Server Training Course</i> Two Days, per Person, at ESRI | \$980.00 |
| 105580 | 1 | <i>Introduction to ArcGIS Server Training Course</i> Two Days at Client Site | \$7,640.00 |
| 104276 | 1 | <i>ArcGIS Server Configuration and Tuning for SQL Server Training Course</i> Two Days, per Person, at ESRI | \$980.00 |
| 104277 | 1 | <i>ArcGIS Server Configuration and Tuning for SQL Server Training Course</i> Two Days at Client Site | \$7,640.00 |
| 103881 | 1 | <i>Managing Editing Workflows in the Multiuser Geodatabase Training Course</i> Three Days, per Person, at ESRI | \$1,470.00 |
| 103882 | 1 | <i>Managing Editing Workflows in the Multiuser Geodatabase Training Course</i> Three Days at Client Site | \$11,460.00 |
| 105896 | 1 | <i>Developing Applications with ArcGIS Server Using the Microsoft .NET Framework Training Course</i> Three Days, per Person, at ESRI | \$1,470.00 |
| 105897 | 1 | <i>Developing Applications with ArcGIS Server Using the Microsoft .NET Framework Training Course</i> Three Days at Client Site | \$11,460.00 |
| 104686 | 1 | <i>Data Management in the Multiuser Geodatabase Training Course</i> Three Days, per Person, at ESRI | \$1,470.00 |
| 104687 | 1 | <i>Data Management in the Multiuser Geodatabase Training Course</i> Three Days at Client Site | \$11,460.00 |
| 108982 | 1 | ESRI ArcGIS Server Advanced Enterprise Installation: The ArcGIS Server Advanced Enterprise Installation Service provides up to five days of installation and configuration support for ArcGIS Server Advanced Enterprise software on up to eight customer-provided hardware servers. The price includes airfare, hotel, car rental, per diem, and other direct costs. After the installation and configuration are completed, the additional time can focus on technology transfer, best practices, and other GIS topics based on the intended activities of the customer. 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 . | \$14,000.00 |
| 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.



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**ESRI/IBM System x3550 with
 ArcGIS® Server 9.3
 Advanced Enterprise License
 Special Offer Domestic Order Form**

10/29/08

| 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 | |

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

| Qty. | Description | Unit Package Price | Total |
|------|---|--------------------|-------|
| | Package No. 1: IBM System x3550 with ArcGIS Server 9.3 Advanced Enterprise License—Four Core Server Solution—Part No. 104859 | \$41,500.00 | |
| | Package No. 2: IBM System x3550 with ArcGIS Server 9.3 Advanced Enterprise License—Eight Core Server Solution—Part No. 104860 | \$76,500.00 | |
| | IBM System x3650 DB2 Database Server Solution—Part No. 108588 | \$37,500.00 | |

| Optional Items (Enter items and prices below.) | | Unit Price | Net Price |
|--|--|------------|-----------|
| | | | |
| | | | |
| | | | |
| | | | |

| | |
|----------------------|----------|
| 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

- A. Orders must be received at ESRI by February 27, 2009.
- B. If submitting a purchase order, a credit application will need to be completed if one is not already on file with ESRI.
- C. ArcGIS Server requires a signed license agreement or license amendment for current users.

PAYMENT OPTIONS:

- (a) Enclose a check payable to ESRI with this form.
 - (b) Complete credit card authorization information below.
 - (c) Enclose a completed purchase order with this form.
- We will not ship without payment or purchase order enclosed. Acceptance of purchase order is based on credit approval.

CREDIT CARD AUTHORIZATION

| | | | | | |
|----------------------------|-------------------------------|-------|----|------|-----------------|
| Card Number | Check One | | | | Expiration Date |
| | AMEX | Disc. | MC | Visa | |
| Cardholder Signature | Approval Code (ESRI use only) | | | | |
| Printed Name of Cardholder | | | | | |



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: _____