



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 a
Stratus® Fault-Tolerant
4410 Server with an
ArcGIS® Server 9.3
Basic Enterprise
License for
U.S. Customers Only***

***Offer Valid through
October 31, 2008***

ESRI is pleased to extend a special offer within the United States. This offer consists of a Stratus Fault-Tolerant 4410 Server and ArcGIS Server 9.3 Basic Enterprise software.

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, extension 1-4441, for tailor-made solutions.

ArcGIS Server 9.3 Basic Enterprise requires a database management system (DBMS) server. A Microsoft® SQL Database Server option is available on page 4 of this offer.

ArcGIS Server 9.3 Basic Enterprise is designed for GIS users who want shared access to geographic data. It provides core geodatabase management tools and technology for data storage, management, and distribution (Web-based data replication).

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.

The server package available is

A Stratus 4410 Server including

- Quad Core 2.0 GHz Processor
- 8 GB DDR (4 x 2 GB DIMMs)
- 146 GB 3.5 15K rpm Serial Attached SCSI (SAS) Disk Drive
- DVD-RW
- ASN Modem
- Microsoft Windows Server 2003 Enterprise Edition Operating System
- ftServer 4410 JumpStart System Installation
- One-Year System Availability Service

Stratus servers perform at five-nines or better availability in real-world customer installations. Stratus describes these downtime-preventing results as continuous availability. Stratus' Continuous Processing® technology stands a cut above high-availability alternatives that are intended to recover quickly from unplanned outages but do not prevent downtime from happening in the first place. Simpler operation is another decisive advantage—especially compared with clusters—because Continuous Processing capabilities are built into every Stratus server.



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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.
- Offered only as a bundled hardware/software system.
- The system pricing provided is the same for all users, including government users, regardless of volume.
- Orders must be received at ESRI by October 31, 2008.
- Delivery terms: 30–45 days after receipt of completed order, signed license agreement, 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 5 of the quotes.

TRAINING

Please contact the ESRI Learning Center at 909-793-2853, extension 1-1585, for course information and a training schedule, and see page 5 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, extension 1-4441, to discuss hardware options not provided in the attached quotation.

Contact Kelly Campos at 909-793-2853, extension 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



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

Date: June 27, 2008
Quotation Number: ST4410AGBE

Stratus Fault-Tolerant 4410 Server and ArcGIS Server 9.3 Basic Enterprise License

Quote valid until October 31, 2008 Page 3

ITEM	QTY	DESCRIPTION	PRICE
105343	1	Stratus ftServer 4410 Rack-Mountable Server, Quad Core 2.0 GHz Processor, Microsoft Windows Server 2003 Enterprise Edition, ftServer System Software, StrataDoc CD, Rapid Disk Resync, 8 GB DDR-2 Memory (4 x 2 GB DIMMs), DVD-RW, 146 GB 15K rpm Serial Attached SCSI (SAS) Disk Drive, 115 V/15A NEMA 5-15, 15 feet, ftServer Rail Kit for Rack Systems, ASN Modem, ftServer 4410 JumpStart System Installation, ftServer 4410 Getting Started Education Package, and One-Year System Availability Service	
ArcGIS Server 9.3 Basic Enterprise	1	<p>ArcGIS Server 9.3 Basic Enterprise License for One Server with Four Cores (Includes First Year of Software Maintenance)</p> <p><i>Pricing does not include a Database Server. Please see page 4 for a Microsoft SQL Database Server option.</i></p> <p>Shipping and Handling (Included)</p> <p style="text-align: right;"><i>System Package Total</i></p>	\$44,000.00

Notes: Total does not include applicable sales tax (see order form).
By: Dean Garner at 909-793-2853, extension 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 Stratus 4410 Server and ArcGIS Server 9.3 Basic Enterprise License Offer			
ITEM	QTY	DESCRIPTION	PRICE
USAAA	1	Upgrade One-Year System Availability Service in Package Price to One-Year Assured Availability Service	\$4,950.00
USAA+	1	Upgrade One-Year System Availability Service in Package Price to One-Year Assured Availability Plus Service	\$6,230.00
Subject to other terms and conditions on attached sheets.			



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Date: June 27, 2008		Stratus Fault-Tolerant 4410 Server and Microsoft SQL Database Server Solution	
Quotation Number: ST4410SQLS		Page 4	
Quote valid until October 31, 2008			
ITEM	QTY	DESCRIPTION	PRICE
105362	1	Stratus ftServer 4410 Rack-Mountable Server, Quad Core 2.0 GHz Processor, Microsoft Windows Server 2003 Enterprise Edition, ftServer System Software, StrataDoc CD, Rapid Disk Resync, 8 GB DDR-2 Memory (4 x 2 GB DIMMs), DVD-RW, 146 GB 15K rpm Serial Attached SCSI (SAS) Disk Drive, 2 x 500 GB 7200 rpm SATA Disk Drives, 115 V/15A NEMA 5-15, 15 feet, ftServer Rail Kit for Rack Systems, ASN Modem, ftServer 4410 JumpStart System Installation, ftServer 4410 Getting Started Education Package, and One-Year System Availability Service	
SQLS	1	Microsoft SQL Server 2005 Standard for a Single Socket Shipping and Handling (Included)	
<i>System Package Total</i>			\$44,000.00
Notes: Total does not include applicable sales tax (see order form). By: Dean Garner at 909-793-2853, extension 1-4441 Title: Hardware Solution Sales Manager <p style="text-align: center;">This quotation is made in confidence for your review only. It may not be disclosed to third parties.</p>			

Additional Cost Options			
Specific to Stratus 4410 Server and Microsoft SQL Database Solution Offer			
ITEM	QTY	DESCRIPTION	PRICE
USAAA	1	Upgrade One-Year System Availability Service in Package Price to One-Year Assured Availability Service	\$4,950.00
USAA+	1	Upgrade One-Year System Availability Service in Package Price to One-Year Assured Availability Plus Service	\$6,230.00
Subject to other terms and conditions on attached sheets.			



ESRI
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Date: June 27, 2008		Training and Installation Options	
Quotation Number: SDE-TROP		Quote valid until October 31, 2008	Page 5
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
108984	1	ESRI ArcGIS Server Basic Enterprise Installation: The ArcGIS Server Basic Enterprise Installation Service provides up to two days of installation and configuration support for ArcGIS Server Basic Enterprise software on up to two 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 .	\$5,000.00
By: Dean Garner Title: Hardware Solution Sales Manager <p style="text-align: center;">This quotation is made in confidence for your review only. It may not be disclosed to third parties.</p> <p style="text-align: center;">Subject to other terms and conditions on attached sheet.</p>			



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ESRI QUOTATION TERMS AND CONDITIONS

This quotation is valid until October 31, 2008. 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 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. ESRI reserves the right to collect sales tax assessed by additional states as required by law.



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**ESRI/Stratus Fault-Tolerant 4410 Server
 with ArcGIS® Server 9.3
 Basic Enterprise License Special Offer
 Domestic Order Form**

6/27/08

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
	Stratus Fault-Tolerant 4410 Server and ArcGIS Server 9.3 Basic Enterprise License— Part No. 105343	\$44,000.00	
	Stratus Fault-Tolerant 4410 Server and Microsoft SQL Database Server Solution— Part No. 105362	\$44,000.00	

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 October 31, 2008.
- 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) 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.



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: _____



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ftService Descriptions and Options

Feature	System Availability**	Assured Availability coverage	Assured Availability Plus coverage
Premium Services with Microsoft			Included
Assured Availability Program Guarantee Terms and Conditions Apply		Included (excludes operating system)	Included
Critical problem engineer response		<60 minutes	<30 minutes
Management priority escalation		Included	Included
Same-day, on-site emergency service – Where Available		Included	Included
Access to availability engineers	Weekday business hours	24/7	24/7
Access to software assistance	24/7	24/7	24/7
Problem relief	System up and running, weekday business hours	System up and running, plus root-cause determination	System up and running, plus root-cause determination
ftServer system software update subscription		Included	Included Included
Advanced parts exchange	2nd business day	Next business day	Next business day
Access to hardware assistance		24/7	24/7 24/7
Remote hardware monitoring		24/7	24/7 24/7
Secure remote access	Internet/modem; bi-directional	Internet/modem; bi-directional	Internet/modem; bi-directional

**** Stratus Fault-Tolerant 4410 Server with ArcGIS® Server Software Package as quoted includes 1 year System Availability Service. Pricing options for upgrading to either Assured Availability coverage or Assured Availability Plus coverage service are provided on page 3.**

JumpStart System Installation included with Stratus Fault-Tolerant 4410 Server with ArcGIS Server Software Package

JumpStart System Installation Service is a hybrid of on-site installation and technical training services. Stratus' most popular installation service is designed for your staff to work alongside Stratus consultants to qualify the proper installation and operation of your ftServer system. Installation qualification includes: Unpacking all system components, hardware module setup, network configuration, internal data disks setup and the testing of individual components. Operational qualification includes testing of the installed system, proper use of Stratus test scripts/diagnostics, ActiveService Network configuration and providing a written site survey. Stratus finishes the installation by delivering their comprehensive reference guide and providing on-site training for your selected staff on daily operational tasks. This will prepare users to properly maintain the ftServer system going forward.



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An Introduction to the Stratus ftServer Family

This line of servers combines hardware fault tolerance, software availability features, and integrated service technology to achieve the highest possible level of availability for Windows applications. Because ftServer systems maintain complete compatibility with Windows server operating systems at the Application Binary Interface (ABI) level, thousands of standard Windows software products have access to the advantages of a fully fault-tolerant server platform; no software modifications or special administrative procedures are needed.

The ftServer Family also challenges the prevailing notion that the initial purchase price of a fault-tolerant system is more expensive than a high-availability cluster. The use of industry-standard software components and the need for only a single set of software licenses per server put an ftServer system in the same competitive price range as a two-node cluster.

There is no performance penalty associated with the ftServer systems' fault-tolerant design.

The Stratus ftServer architecture transparently extends availability protection to Windows environments through the comprehensive approach:

- * **ActiveService™ Architecture**—Every ftServer system is equipped to constantly monitor its own operation. If an exception condition is detected, the system automatically dials in to report the situation to a Stratus Customer Assistance Center. Stratus Service Professionals or authorized software vendors can then use Stratus' global service network to investigate the situation remotely, without the delay of traveling to the customer's site. This proactive, preemptive service delivery model is simply not viable with after-the-fact techniques of availability assurance.
- * **Lockstep Technology**—Replicated fault-tolerant hardware eliminates virtually any single point of failure and safeguards data integrity. Duplicate CPU/memory units operate in lockstep, processing the same instruction at the same time. No performance penalty is incurred. In the event of a component failure, there is no interruption in processing, no loss of data integrity, and no slowdown in performance. A user can remove the failed component and hot-plug a replacement component into the server while the ftServer system continues to run. In addition to CPU/memory units, major hardware components including disks, PCI cards, fans, and power supplies are duplicated and hot swappable in this manner.
- * **Failsafe Software**—The ftServer Family extends the dependability of the Windows operating system with numerous software features that address common sources of system and application failure and that maximize uptime during repair or maintenance. Examples include hardened device drivers, protected memory, and system monitoring software. Stratus implements these value-added capabilities without affecting the operating system kernel or core code.

Unlike their clustered counterparts, Stratus ftServer systems extend the protection of redundant hardware throughout the architecture in a manner that is completely transparent to the Windows operating system, middleware, and applications. These components include duplicated, hot-swappable CPU/memory units, I/O boards, PCI cards, storage devices, power supplies, and fan units. With hardware redundancy, there is no reliance on scripting or configuration control to ensure availability. The redundant component simply continues to operate in the event of error or failure.