



ESRI QUOTATION TERMS AND CONDITIONS

ESRI, 380 New York St., Redlands, CA 92373-8100 USA • TEL 909-793-2853 • FAX 909-793-5953

Term/Condition

*Req 233792
AI 39600*

All quotations are valid for ninety (90) days unless otherwise stated on the quotation form. These prices and terms are valid only for items purchased for use and delivery within the United States.

This quotation information is proprietary and may not be copied or released other than for the express purpose of the current system selection and purchase. This information may not be given to outside parties or used for any other purpose without written consent from Environmental Systems Research Institute, Inc. (ESRI).

To expedite your order, please reference the quotation number on your purchase order.

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., Master License Agreement, credit application, Tax Exemption Certificate, etc.) may be required to complete the order process. Generally, the need for these documents varies by the type of software, data, Web-enabled services, subscriptions, professional services or other products ordered, which is determined upon receipt of the purchase order (or advance payment). If delivery must be expedited, please contact your marketing representative for assistance.

IMPORTANT! Collectively, these documents contain the authorizations and information necessary to ship proper versions of the software or data on the correct media, or to initiate Web-enabled services, subscriptions, or professional services. Please return them promptly to avoid unnecessary delays in shipping or delivery. Please return all documents to ESRI Customer Service, or as otherwise directed.

Please show the following remittance address on your purchase order:

ESRI, File No. 54630, Los Angeles, CA 90074-4630

ESRI LICENSE AGREEMENTS

All ESRI software, data, Web-enabled services, and subscriptions offered in this quotation are commercial off-the-shelf items developed at private expense and subject to ESRI commercial license terms, unless specifically identified by ESRI as a non-commercial item. Professional services agreements may also include license terms. Most ESRI software, data, Web-enabled services and subscriptions are subject to the ESRI License Agreement included with the deliverable item as an on-line agreement or in the packaging as a shrink-wrap agreement. A copy is enclosed. If you license certain software or data, a Master License Agreement signed by both parties may be required. Some ESRI software is copy protected with a software keycode or hardware key, and some software, data, Web-enabled services or subscriptions require registration or a password. You will be given instructions to access the keycode, register, or obtain a password through the ESRI Web site or by other means.

MAINTENANCE

After expiration of any complimentary period of maintenance that may apply to the licensed software, ESRI will quote maintenance payable annually in advance. A reinstatement fee applies when maintenance has lapsed. For software and data with optional multiyear maintenance for a discounted fee, the discounted maintenance fees are in consideration of, and contingent upon, your commitment to the maintenance term you elect in your order. For such multiyear maintenance, you may cancel the maintenance upon ninety (90) days advanced written notice to ESRI Customer Service, subject to payment of fifty percent (50%) of the outstanding maintenance fees for the maintenance term initially ordered. No other refund or reduction for cancellation is available. If you are ordering multi-year maintenance, please indicate a billing option on your purchase order by selecting a statement as indicated below.

Option 1. If you are purchasing a product with multi-year maintenance terms and are issuing the purchase order for all years upfront, please include the following information on your purchase order: "This PO is in acceptance of quote #XXXXXXX and covers the total amount for all years included in the multi-year maintenance term. ESRI may invoice the entire amount upon shipment."

Option 2. If you are purchasing a product with multi-year maintenance terms and are issuing the purchase order for the first year only, please include the following information on your purchase order (PO): "This PO is in acceptance of quote

#XXXXXXX. This order is for the initial year of the multi-year maintenance term. We agree to issue a PO for each subsequent year in a pro rata amount per year to be invoiced annually in advance."

Option 3: If you are purchasing a product with multi-year maintenance terms and are issuing the purchase order for all years upfront but want to be invoiced annually, please include the following information on your purchase order: "This PO is in acceptance of quote #XXXXXXX and covers the total amount for all years included in the multi-year maintenance term. However, ESRI shall invoice annually in advance a pro rata amount for each year of the term."

DATA DISCLAIMER

Data is provided "AS IS" without warranty of any kind. The data has been obtained from sources believed to be reliable, but its accuracy and completeness are not guaranteed. The data may contain some nonconformities, defects, errors, or omissions. ESRI AND ITS LICENSOR(S) MAKE NO WARRANTY WITH RESPECT TO THE DATA. Without limiting the generality of the preceding sentence, ESRI and its licensor(s) do not warrant that the data will meet Licensee's needs or expectations, that the use of the data will be uninterrupted, or that all nonconformities can or will be corrected. ESRI and its licensor(s) are not inviting reliance on this data, and Licensee should always verify actual data including, but not limited to, map, spatial, raster, and tabular information.

DELIVERY

FOB Redlands, CA, USA

Software: Allow thirty (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.

Note: 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 thirty (30) days, on approved credit. Orders less than \$800 require prepayment by check or credit card unless your organization is a government agency, university, college, or Fortune 500 company.

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 proof with the order is shown to ESRI that your organization is tax exempt or pays state tax directly.