



MASTER PURCHASE AGREEMENT
(E111M 12/05)

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

Contract No. 2008MPA2644

This Master Purchase Agreement ("MPA" or "Agreement") is between the governmental body ("Customer") identified below and Environmental Systems Research Institute, Inc. ("ESRI"). The Agreement enables Customer to acquire ESRI geographic information system Software, services, Documentation, Web Services, or Data, over a defined period of time.

This Agreement is comprised of the following documents:

1. Master Purchase Agreement signature page, E111M 12/05
2. State and Local MPA Terms and Conditions, E500M 11/06
3. Master License Agreement 2008MLA2644 consisting of
 - a. General License Terms and Conditions, E200M 10/06
 - b. ESRI Exhibit 1, Scope of Use, E300M 5/07B
4. ESRI MPA Price List, E413 1/08
5. Custom Software, Technical Data, and Assistance License Addendum, E600M 10/05, including
 - a. Attachment A—Sample Task Order
 - b. Attachment B—Time and Materials Rate Schedule (J-8410/BD)
6. Training Terms and Conditions, E207 1/08
7. Redistribution Rights Matrix 1/08
8. Use of Data Restrictions 8/08
9. ESRI Web Site and Service Terms of Use, G-577 6/08
10. Privacy Policy
11. ESRI's U.S. Software Maintenance Program 1/08 (dated July 18, 2007)
12. ESRI's Product Life Cycle 4/06

The parties acknowledge that they have read and understand this Agreement and agree to be bound by the terms and conditions contained herein.

Only the State of Wisconsin Department of Administration officials may sign this Agreement, any amendments, modifications or addendums to this Agreement.

This Agreement constitutes the sole and entire agreement of the parties as to the subject matter set forth herein and supersedes any previous agreements, understandings, and arrangements between the parties relating to such subject matter. Any modification(s) or amendment(s) to this Agreement must be in writing and signed by an authorized representative of each party.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed and effective as of the last date written below.

STATE OF WISCONSIN
(Customer)

By: *Michael L. Morgan* For
Authorized Signature

Printed Name: Michael L. Morgan

Title: Secretary

Date: 11/16/08

ENVIRONMENTAL SYSTEMS RESEARCH
INSTITUTE, INC.

By: *Laura Dangermond*
Authorized Signature

Printed Name: LAURA DANGERMOND

Title: VICE PRESIDENT

Date: OCT 21 2008