

Purchase Agreement

Cartegraph is pleased to present this Purchase Agreement for the implementation of world class technology solutions. This Purchase Agreement is made and entered into between **Village of Lombard** (hereinafter referred to as "**Customer**") and **Cartegraph Systems LLC** (hereinafter referred to as "**Cartegraph**"). In the case that any terms or conditions provided in the Cartegraph Solutions Agreement differ from, are provided in more detail by, or are made irrelevant by the terms and conditions provided in this Purchase Agreement, the terms in this Purchase Agreement shall control. For all terms and conditions not addressed by this Purchase Agreement, the Cartegraph Solutions Agreement shall control.

Customer Bill To:	Customer Ship To:
Village of Lombard 255 E. Wilson Avenue Lombard, IL 60148	Same

Investment Summary

The Addendums attached hereto, include:

Addendum A – Support Services

Cartegraph's proposed fees for this project are included in the summary below.

Today's Date: June 25,
2018

Signature December 31, 2018
Expiration Date:

Purchase #PA864
Agreement No.:

	Purchase Type	Qty.	Unit Price	Total Price
YEAR 1				
SOLUTIONS				
Cartegraph OMS – Platform - Enterprise	Subscription, Cartegraph Cloud Deployment, Hosting Fee Included, 1/15/19 – 1/14/20	1	\$26,582.50	\$26,582.50
Cartegraph OMS Extension	Advanced Asset Management Subscription	1	\$6,474.75	\$6,474.75
Cartegraph OMS Users	User Pack Subscription – 50 Named Users	1	\$10,000.00	\$10,000.00
YEAR 1 SUB-TOTAL				\$43,057.25
YEAR 2				
SOLUTIONS				
Cartegraph OMS – Platform - Enterprise	Subscription, Cartegraph Cloud Deployment, Hosting Fee Included, 1/15/20 – 1/14/21	1	\$26,582.50	\$26,582.50
Cartegraph OMS Extension	Advanced Asset Management Subscription	1	\$6,474.75	\$6,474.75
Cartegraph OMS Users	User Pack Subscription – 50 Named Users	1	\$10,000.00	\$10,000.00
YEAR 2 SUB-TOTAL				\$43,057.25

YEAR 3				
SOLUTIONS				
Cartegraph OMS – Platform - Enterprise	Subscription, Cartegraph Cloud Deployment, Hosting Fee Included, 1/15/21 – 1/14/22	1	\$26,582.50	\$26,582.50
Cartegraph OMS Extension	Advanced Asset Management Subscription	1	\$6,474.75	\$6,474.75
Cartegraph OMS Users	User Pack Subscription – 50 Named Users	1	\$10,000.00	\$10,000.00
YEAR 3 SUB-TOTAL				\$43,057.25
TOTAL COST (3-YEAR TERM)				\$129,171.75

NOTES: The pricing listed above does not include applicable sales tax.
The Cartegraph OMS pricing listed above does not include Esri ArcGIS licenses.
Offline with Cartegraph for iPad is not included in this price.
Hosting includes 50G of available file storage. If additional storage is required, the Customer can purchase in 50G increments.

Payment Terms and Conditions

In consideration for the Solutions and Services provided by **Cartegraph** to **Customer**, **Customer** agrees to pay **Cartegraph** the Fees in U.S. Dollars as described below:

1. **Delivery:** Customer shall be provided with the ability to access and use the Solutions upon execution of this Purchase Agreement. If applicable, Services will be scheduled and delivered upon your acceptance of this Purchase Agreement, which will be considered as your notification to proceed.
2. **Services Scheduling:** Customer agrees to work with Cartegraph to schedule Services in a timely manner. All undelivered Services shall expire 365 days from the signing of this Purchase Agreement.
3. **Solutions Invoicing:** The Fee for Solutions will be due in annual installments 15 days prior to the anniversary of the initial term as follows:
 - a. \$43,057.25 due upon execution of the Purchase Agreement.
 - b. \$43,057.25 due 15 days prior to 1st year anniversary of term start date.
 - c. \$43,057.25 due 15 days prior to 2nd year anniversary of term start date.
4. **Payment Terms:** All payments are due Net 30 days from start date of invoice.

BY SIGNING BELOW, THE PARTIES AGREE THAT ALL USE AND ACCESS TO THE SOLUTIONS DESCRIBED IN THIS PURCHASE AGREEMENT SHALL BE GOVERNED BY THE CARTEGRAPH SOLUTIONS AGREEMENT, WHICH CAN BE REVIEWED AT: <https://www.cartegraph.com/solutions-agreement/>. THE PARTIES AGREE TO BE BOUND BY THE TERMS AND CONDITIONS OF THE CARTEGRAPH SOLUTIONS AGREEMENT AND THIS PURCHASE AGREEMENT REFERENCED HEREIN.

CARTEGRAPH: Cartegraph Systems LLC

By _____
(Signature)


Mitch Bradley

(Type or print name)

Title SVP of Sales & Marketing

Date _____

CUSTOMER: Village of Lombard

By  _____
(Signature)

Keith Giagnorio

(Type or print name)

Title Village President

Date July 19, 2018

Cartegraph Systems LLC
Addendum A - Support Services
Cartegraph Support and Training Services – Scope of Work

The Support Services listed in the Investment Summary of the Purchase Agreement are specific Cartegraph Services which will be delivered to the Customer based on the descriptions below and on the terms and conditions and subject to the limitations set forth in this Addendum A, the applicable Purchase Agreement, and the Cartegraph Solutions Agreement. Cartegraph will coordinate with the Customer on service delivery expectations and timeframes.

As part of Customer's subscription to access and use of the Cartegraph Solutions, Customer will receive:

1. Support Services

a. Campus – www.cartegraph.com/campus

Our User Assistance area is a convenient and easily-shareable resource designed to help you and your co-workers better understand the functions and capabilities of your Cartegraph Solutions. Instantly access user tips, step-by-step guides, videos, and more.

b. Dedicated, Unlimited, Toll-free Phone Support - 877.647.3050

When questions need answers and difficulties arise, count on our industry-leading Support team to provide the guidance and assistance you need. Reach us as often as you need Monday-Friday, 7:00 am-7:00 pm CT.

c. Secure, Live Remote Support

If your challenge requires a more hands-on approach, we have the remote support tools to fix it. Let one of our Support Team members directly interact with your system to find a fast, effective solution.

2. Training & Education Services

a. Convenient Online Resources

All the information you need, one click away. Take advantage of online training opportunities, tutorial videos, upcoming event information, and more.

b. Customer Led User Groups

Meet and network with similar Cartegraph users in your region. Customer led User Groups allow you to find out what other organizations are doing to get more from their Cartegraph solutions and services.

3. Releases & Upgrades

a. New Releases

Be the first to know about all new Cartegraph releases, enhancements, and upgrades.

i. Your cloud-hosted site will be automatically upgraded by our System Consultants after the release is available. This way, you'll experience increased system performance while gaining timely access to the latest features and functionality.

ii. For your on-Premises Installation, our Technical Consultants will work with your organization's IT staff to receive the latest software release in a timely manner. This way, you'll experience increased system performance while gaining prompt access to the latest features and functionality

b. Hot Fixes

If an issue is determined to be a defect and falls outside the standard release cycle, Cartegraph will issue a hot fix and provide application specialists with detailed levels of product knowledge to work with you in achieving a timely and effective resolution

Cartegraph will provide the Support Services only to Customer, provided that Cartegraph reserves the right to contact any third party as necessary to facilitate the delivery of Support Services or other services relating to the Solutions. Said support applies only to the most current version of the product and the previous version in succession.

All Support Services are dependent upon the use by Customer of the Solutions in accordance with Cartegraph's documentation and specifications. Cartegraph is under no obligation to modify the Solutions so that the modified Solutions would depart from Cartegraph's published documentation and specifications for such Solutions.

Payment Terms and Conditions

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CARTEGRAPH: Cartegraph Systems LLC

By 
(Signature)

Mitch Bradley
(Type or print name)

Title SVP of Sales & Marketing

Date 7/27/18

CUSTOMER: Village of Lombard

By 
(Signature)

Keith Giagnorio
(Type or print name)

Title Village President

Date July 19, 2018