

SALES AGREEMENT

This Sale Agreement ("Agreement") is made and entered into by and between, Meridian Project Systems Inc., a California corporation doing business as Meridian Systems ("Meridian"), and City of Seattle - Dept. of Transportaion ("Client").

Product	Description	Quantity	Unit Price	Other Discount	Extended Price
ProjectTalk Year 1 SIN 132-32					
PT - Portfolio Setup Fee Initial		1	\$600.00		\$600.00
PT - Project Management (12 Months)		10	\$1,860.00	20%	\$14,880.00
				Sub Total	\$15,480.00

<u>Agreement Total</u>	<u>\$15,480.00</u>
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NOTES:

1. Client is committing to the Agreement Total and unless an alternative payment structure is established below, Client will be invoiced on order date, due net 30 days.
2. Prices quoted are in U.S. dollars and are valid until above Expiration Date.
3. Agreement Total excludes shipping and tax, if applicable.
4. Client may elect to issue a Contract Modification during the term of this Agreement to extend the ProjectTalk Memberships for one or two additional Twelve month terms.
5. Contract Modification for Memberships fees to extend the term of the ProjectTalk memberships will be priced at the then current GSA contract rates if issued to Meridian Systems during the GSA Contract Term, if not Membership Fees will be priced at the then current retail rates.
6. Additional SaaS, storage, faxing, & portfolio set up fees incurred are outside of this Agreement and will be billed at current retail price.
7. ProjectTalk membership fees are due to Meridian regardless of actual usage.
8. Other Discount is for ProjectTalk Prepayment.
9. Client will provide First, Last, and email address for the ProjectTalk Memberships upon Agreement execution.
10. the extended terms will be at the then current GSA contract rates if the contract is still in effect and if not at the then current retail rates.
11. This Agreement is governed by the Terms and Conditions of Meridian Systems GSA contract # GS-35F-0368U.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly authorized representatives upon signature.

MERIDIAN SYSTEMS

City of Seattle - Dept. of Transportaion

By: _____

By: _____

Title: _____

Title: _____

Date: _____

Date: _____